MARVEL MASTERWORKS
CAPTAIN AMERICA
VOLUME 12

CAPTAIN AMERICA Nos. 215-230
& THE INCREDIBLE HULK No. 232
STEVE GERBER, ROGER MCKENZIE,
DON GLUT & SAL BUSCEMA

MARVEL MASTERWORKS

PRESENTS

VOLUME 12

COLLECTING

CAPTAIN AMERICA Nos. 215-230

& THE INCREDIBLE HULK No. 232

STEVE GERBER • DON GLUT

ROGER MCKENZIE • SAL BUSCEMA

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MARVEL MASTERWORKS
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NOS. 215-230 & THE INCREDIBLE HULK NO. 232

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CAPTAIN AMERICA CREATED BY JOE SIMON & JACK KIRBY

MARVEL MASTERWORKS
CONTENTS

Introduction by Don Glut . . . . . .
Introduction 2.0 by Roger Stern . . . . . .

Captain America #215, November 1977
"The Way It Really Was!" . . . . . .

Captain America #216, December 1977
"Captain America!" . . . . . .

Captain America #217, January 1978
"The Search for Steve Rogers!" . . . . . .

Captain America #218, February 1978
"One Day in Newfoundland!" . . . . . .

Captain America #219, March 1978
"The Adventures of Captain America" . . . . . .

Captain America #220, April 1978
"The Ameridroid Lives!" . . . . . .
"…On a Wing and a Prayer!" . . . . . .

Captain America #221, May 1978
"Cul-de-Sac!" . . . . . .
"The Coming of Captain Avenger!" . . . . . .

Captain America #222, June 1978
"Monumental Menace!" . . . . . .

Captain America #223, July 1978
"Call Me Animus" . . . . . .

Captain America #224, August 1978
"Saturday Night Furor!" . . . . . .

Captain America #225, September 1978
"Devastation!" . . . . . .

Captain America #226, October 1978
"Am I Still Captain America?" . . . . . .

Captain America #227, November 1978
"This Deadly Gauntlet!" . . . . . .

Captain America #228, December 1978
"A Serpent Lurks Below" . . . . . .

Captain America #229, January 1979
"Traitors All About Me!" . . . . . .

Captain America #230, February 1979
"Assault on Alcatraz!" . . . . . .

The Incredible Hulk #232, Feburary 1979
"The Battle Below" . . . . . .

INTRODUCTION
BY DON GLUT

What a thrill it was when "Rascally" Roy Thomas asked me to write some "fill-in" stories for *Captain America*, a book he'd taken over scripting from writer-artist Jack Kirby!

My introduction to the Star-Spangled Super Hero was back in the late 1950s, when I lucked upon a coverless issue of the Atlas Era *Captain America* #76 (May 1954). It was inside a three-for-a-dime pack at a grocery store. Later, at local Chicago used book stores, I acquired a few Golden Age *Captain America Comics* issues. So when Marvel thawed out Cap in the 1960s, I already had a good sense of who he was. Around that time, I—and some locals who chipped in—rented Republic Pictures' fifteen-chapter 1944 *Captain America* movie serial for one of our comic book fan meetings. Sure, there were changes made to the character to accommodate that studio's formulaic way of filming chapterplays, but I loved serials, especially Republic's, and *Captain America*, with its incredible fights and other action scenes, became a favorite.

I met pre-"Rascally" Roy in person for the first time at a mid-1960s meeting, around the start of his career as a professional writer. Having much in common besides comics (e.g., Universal horror films, performing rock music and making amateur movies), we became fast and lasting friends. Years later, when Roy asked me to write *Captain America*, we both lived in Southern California. Roy was pursuing a writing career in motion pictures and TV and, therefore, had to give up some of his regular comic book work. When Roy approached me for this assignment, I'd been professionally writing comics for almost a decade, getting a start with the Warren black-and-white horror titles (*Creepy* being my first), gradually segueing into work at most other companies, including Marvel, predominantly Gold Key.

Other than being a fan of Captain America, I'd made three "fan films" (as they're now called) featuring the character: *The Adventures of the Spirit* (1963), with movie-memorabilia collector Bob Burns as Cap—wearing the original Republic serial costume (and transforming into a werewolf!); *Captain America Battles the Red Skull* (1964), with me as Cap and artist-writer Larry Ivie as the Nazi villain; and *Captain America vs. the Mutant* (1964), my first USC film school project, starring future *Grease*-director Randal Kleiser again in the Republic Cap suit and Bob Burns as the alien creature. My only *professional* involvement with the character before the issues collected here was writing a Captain America story for *What If?* #5 (1977).

Writing *Captain America* was the proverbial labor of love. When a writer inherits a well-defined character with much history, it can be simply a matter of inserting said character into a situation and letting that character, more or less, write himself or herself. I found such to be the case when writing characters like Tarzan for Russ Manning and Solomon Kane for *Savage Sword of Conan*—and certainly Captain America for his own book.

My first *Captain America* issue was #217 (1977), which I wrote while on vacation in my hometown of Chicago. Roy had already plotted the story, and my task would be to "dialogue it" (write word balloons, captions and sound effects), transforming the word "dialogue" into a verb. You can imagine my delight when I opened the package on my mom's kitchen table to discover that the story was penciled by the great John Buscema. I felt like I was almost committing a crime covering up some of that beautiful artwork with my wordage! Roy's plot co-starred the super-agents of S.H.I.E.L.D., one being the Texas Twister, whom he had already introduced in *Fantastic Four*. My job was to come up with names, personalities and more defined and developed super-powers for the remaining three—which I did, based on how they looked. Marvel Boy was the easiest, being simply an older Earth-born version of the 1950s hero of the same name. The name Vamp had a double meaning—vampire, of course, as she drained into herself another person's special ability, and also for an alluring female in the silent movie definition of the word. I named Blue Streak, whose schtick was inspired by the then trendy skating craze, after a roller coaster at Chicago's defunct Riverview Amusement Park.

That was my only issue with John. Subsequently, my *Captain America* stories were drawn by his brother, Sal. I never met either Buscema, but working with Sal was a very pleasant experience. Sal always delivered what I had in mind, working from my plots.

Except for a couple of directives, Roy gave me pretty much free rein on the book and the opportunity to insert ideas of my own. I hit on two points in *Captain America* #218. Roy said that he had long been puzzled by Cap's comment in *Avengers* #4 that he'd been was preserved in frozen waters off Newfoundland, and he asked if I could come up with some explanation; hence, "One Day in Newfoundland!" Also, it seemed to me as if Roy, and Jack Kirby before him, had forgotten about Jack's giving Cap super-strength, so I took it upon myself to clear up that matter officially once and for all. No more super-strength—his own preternatural prowess sufficed.

Understanding my tenure on Captain America was not permanent, and not one to let an opportunity slip by, in issue #219, I took Captain America and Bucky to Hollywood to investigate sabotage during the filming of his movie serial. This was one of my most *fun* comics-writing experiences (plus an excuse to explain why alterations may have been made for Republic's chapterplay). As ownership rights of the serial were cloudy, I made various changes: It was now Democracy Pictures, the title was expanded to *The Adventures of...*, the serial comprised twelve, not fifteen, episodes, et cetera. Readers who were also serial fans probably deduced that Lyle Dekker was named after Republic's special effects wizard Howard Lydecker.

Captain America #220 introduced Dekker's Ameridroid. That robot continued into #221, of which little of my original work remains. Steve Gerber came in as the new permanent writer with that issue. As I was informed, either the art or my plot—save for the first five pages, which Steve did use—got lost, leaving the playing field open for his own original story arc. Perhaps it was for the best as I had no firm idea as to where that storyline would lead when I first imagined that plot.

While my "fill-in" run on *Captain America* was brief, it was not the end of my involvement with the hero. Thanks to Roy, I had a nice run writing *The Invaders*, chronicling some of Cap's World War II adventures. And I also enjoyed including Cap in a couple episodes I wrotefor the animated TV show *Spider-Man and His Amazing Friends*. Captain America was a good, solid, classic character—like Tarzan and Dr. Spektor (whom I created for Gold Key)—one of the most enjoyable I've ever written. It was an honor directing the life of this iconic fictional hero I'd previously known just as a fan.

Donald F. Glut

2020

Donald F. (A.K.A. "Dinosaur Don") Glut (www.donaldfglut.com) is a director/writer of independent motion pictures, the most recent being Tales of Frankenstein *and* Dances with Werewolves. *He is author of approximately 80 published books, including a national number-one bestseller, the novelization of* The Empire Strikes Back, *and* Frankenstein: The Final Horror, *as well as nonfiction including the* Dinosaurs: The Encyclopedia *series and* Tales of Frankenstein: The Book of the Movie. *He has also written comic books* (Captain America, Tarzan, Kull, The Invaders, Vampirella, Tales of Frankenstein) *and is co-creator of* The Occult Files of Dr. Spektor, Dagar the Invincible *and* Tragg and the Sky Gods. *He has scripted for live action TV* (Shazam! *and* Land of the Lost) *and animation* (Spider-Man and His Amazing Friends, Transformers, Duck Tales, RoboCop, X-Men *and many more). He edited the monster magazine* Modern Monsters *and is a musician, photographer, lecturer and actor. His most recent work includes voice-over acting for Japanese-language anime and live-action movies.*

INTRODUCTION 2.0
BY ROGER STERN

Don Glut is right: Working on *Captain America* is an absolute thrill. And that's true, no matter whether you're a writer, an artist or an editor. And from an editorial standpoint, *Captain America* was very much in a state of flux during this period. As 1977 gave way to 1978, Roy Thomas passed the editorship to Archie Goodwin, Archie passed it to Jim Shooter and Jim passed it to Yours Truly.

Naturally, there were problems along the way. As Don noted, some pages of *Cap* #220 were lost in the mail during the handoff from Roy to Archie, and a short *Falcon* story—by Scott Edelman and Bob Budiansky—was slotted into the backup position.

With issue #221, Steve Gerber took over as writer and quickly wrapped things up with a little help from David Anthony Kraft. Edelman also came through again, this time with a story about Cap's former sidekick Rick Jones, beautifully penciled by Steve Leialoha.

But Gerber had recently moved to the West Coast, complicating things. In those pre-Internet, pre-FedEx days, communication was limited to the telephone and the mail. Despite everyone's best efforts, things started running later and later. In the midst of all this, Archie Goodwin stepped down as editor-in-chief, handing things off to Jim Shooter.

Jim reasoned that Marvel published too many titles for any single editor to handle and began a major editorial overhaul. And so he hired me to edit a dozen or so comics, one of which was *Captain America*. As Marvel's newest editor, I inherited a new writer—Roger McKenzie—who was itching to get started with two stories already in the works and a truly chaotic schedule.

About those two stories: One was Steve Gerber's final issue, which picked up from his story in *Cap* #223. The other was by a young writer named Peter Gillis. About a week into Shooter's tenure as editor, he'd assigned Gillis to write a *Cap* inventory story. As Peter recently told me, "I wrote it overnight, [Jim] pointed out the flaws in it, I fixed it—again overnight—and he sent it to Mike Zeck." The Gillis/Zeck story was finished first and was immediately scheduled for issue #224, keeping us from missing our shipping dates.[1] It was Peter's first Marvel credit, but it wouldn't be his last. It was also my first credit as editor of *Captain America*.

And then there was Gerber's story, furthering an ongoing investigation into Cap's past life. Not a bad idea, right? At the time, we didn't know very much about Steve Rogers before he'd become Captain America. Unfortunately, what Gerber had written suggested that Rogers was inspired to volunteer for service after a hitherto unknown older brother had died at Pearl Harbor. And that contradicted what we *did* know about our hero's history.

Just two and a half years earlier, Roy Thomas had established—in the pages of *Giant-Size Invaders* #1—that Steve Rogers had become Captain America in December of 1940, which was the actual month and year that *Captain America Comics* #1 went on sale. In fact, the first eleven issues of *Captain America Comics* were set before the attack on Pearl Harbor, and all went on sale before December 7, 1941.

To be fair, the problem could be traced to the typeset paragraph that had perched atop the first page of most stories since *Captain America* #179…the one that begins, "1941! The world at war!" And things were no doubt further complicated by a rare slip, made by Roy himself, in the script for issue #215.

At any rate, Gerber's story left us with a pretty serious historical error, but this new editor was stuck with it. The issue had to go to the printer almost immediately or else it would miss shipping. I had no time to do anything other than correct any typos and send it out the door. I wasn't happy with it, and many readers were disappointed as well. I promised myself that someday, somehow, I would make amends for that mistake.

1 A missed shipping incurred major late fees at the printer *and* reduced a book's time on sale.

While all of this was going on, Roger McKenzie plotted his first issue as writer. Working with master storyteller Sal Buscema, McKenzie brought the past year's storyline to an explosive conclusion with the two-parter in *Cap* #226-227. Then, Mac and I sat down to brainstorm what would happen next. Looking back over the stories that had brought us there, we noticed two loose ends left dangling from recent stories: the fate of the Falcon and the strange case of the Corporation.

The Falcon had assumed the position of trainer for S.H.I.E.L.D.'s new team of super-agents in issue #217. But aside from a brief appearance in Cap #218, and his solo story in issue #220, he hadn't been seen since.[2]

The Corporation, of course, was a criminal organization that Jack Kirby had set against Cap in his last few issues on the book. The Corporation had also turned up in Jack's *Machine Man* stories. Kirby was perhaps unaware that Bill Mantlo had already established a crime cartel called the Corporation in *Deadly Hands of Kung Fu*.

Mac and I looked at each other. What if those two Corporations were branches of the same organization? And what if they were responsible for the Falcon's disappearance? Wheels began to turn. As the story developed, we decided to turn it into a crossover between *Captain America* and the *Incredible Hulk*. After all, I was editing *Cap* and writing the *Hulk,* and Sal Buscema was drawing both of them. Piece of cake, right?

Well, yes and no. Sal come through right on down the line. And so did Mac, until the deadlines started bearing down on *Captain America* #230. McKenzie had just gotten the assignment to write Marvel's *Battlestar Galactica* magazine and wasn't able to script his part of the crossover. I wound up scripting *Cap* #230, while David Michelinie filled in for me on *Hulk* #232. It was more complicated than it sounds,[3] but—somehow—we all got through it. Over 40 years later, people at comic conventions still bring me copies to autograph.

Speaking of the Falcon, as we were just a few paragraphs ago, you may have noticed that his logo disappeared from the covers of *Captain America* as of issue #223. At first, that was a design decision. But afterward…? Well, it didn't seem right to plaster that logo on the book when the Falcon wasn't featured inside. But don't worry, we hadn't forgotten about him…as you shall see.

Anything else? Oh, right! How could I forget? With *Captain America* #229, Don Perlin signed on as inker, embellishing Sal Buscema's pencil breakdowns to a fare-thee-well. Don would stick around for the next year and a half, wielding his brush—and sometimes a pencil—to keep the Red-White-and-Blue Avenger looking good.

So, what are you waiting for? Turn the page, and let's get started! These stories aren't going to read themselves, after all!

Roger Stern
2020

Roger Stern edited Captain America *for another year. In 1980, he started writing the title, where he* did *manage to fix that error in Cap's history.*

2 Pay no attention to the footnote in issue #228 that claims the Falcon had disappeared in Cap #217. Whoever wrote that had obviously taken leave of his senses.

3 As explained in the introduction to *Marvel Masterworks: Incredible Hulk Vol. 14*. Collect 'em all!

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CAPTAIN AMERICA™ AND THE FALCON™

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CAPTAIN AMERICA--
SYMBOL OF FREEDOM--
SCOURGE OF EVIL--
A LIVING LEGEND!

BUT NOW--THE GRIM QUESTION THAT TORMENTS THE STAR-SPANGLED AVENGER:

WHO IS STEVE ROGERS?

1941! The world at war! And in a full-security laboratory, frail *Steve Rogers* became *Captain America*, the American *super-soldier!* For four thrilling years, he struck back at the Axis' treacherous attack— until a freak stroke of fate threw him into *suspended animation*...to awaken in the *mid-1960's*, a man *twenty years out of his time.* Since that day, *Captain America* has sought his destiny in this *brave new world.*

Stan Lee PRESENTS: CAPTAIN AMERICA AND THE FALCON™

YOU'VE SEEN COUNTLESS **OTHER** COMIC-MAGS OPEN WITH ALMOST THIS SELFSAME **SCENE:**

THE **HERO** (OR **HEROES**) RACING DOWN A **NEW YORK STREET**, OBVIOUSLY ON SOME **WORLD-SAVING MISSION.**

THIS SCENE IS **DIFFERENT.**

THIS MORNING, AS JADED MANHATTANITES GAPE IN AWE, **CAPTAIN AMERICA** IS ON A MISSION OF IMPORTANCE ONLY TO **HIMSELF.**

FOR A FEW SHORT HOURS AGO, HE WAS **BLIND**-- AND NOW HE CAN **SEE** AGAIN!

THERE IT **IS**, CAP-- THE **EMPIRE STATE BUILDING!**

THE WAY IT REALLY WAS!

A TURNING-POINT TALE FROM:

ROY THOMAS *NEW WRITER & EDITOR*

GEORGE TUSKA & PABLO MARCOS *GUEST ARTISTS*

ROSEN *LETTERER* | ROUSSOS *COLORIST* | A. GOODWIN *CONSULTING ED.*

DID YOU THINK I WOULDN'T **NOTICE** IT, OLD BUDDY?

NAAH! BUT YOU GOTTA SAY **SOMETHING**, Y'KNOW?

AFTER ALL, WHAT'S A **MASKED SUPER-HERO** WITHOUT A **PITHY COMMENT** OR TWO ON HIS EVER-LOVIN' LIPS?

THE RIDE TO THE 102nd FLOOR IS A **LONG** ONE. IT TAKES **TWO ELEVATORS**, AND HAS BEEN KNOWN TO GIVE FIRST TIMERS A **HOLLOW** FEELING IN THE PIT OF THEIR **STOMACHS**.

BUT **CAPTAIN AMERICA** IS FAR FROM A FIRST-TIME VISITOR AS HE LOOKS OUT ONCE AGAIN OVER A **CITY** SO VAST, SO SPRAWLING, SO **GRAND** THAT THEY HAD TO NAME IT **TWICE**:

NEW YORK, NEW YORK!

LOOK AT IT, FALCON! **MANHATTAN**-- THE BOROUGHS BEYOND -- THE MOST **MARVELOUS** SIGHT IN THE WORLD!

I DON'T **KNOW**, CAP. THERE'S **CRIME** OUT THERE... AND **FILTH**, AND **HUNGER**, AND ALL THE **REST** OF IT.

YES, BUT THERE'S **WONDER**, TOO!

AND SO HE **SPEAKS ON**, ALL BUT OBLIVIOUS OF THOSE **AROUND** HIM--

--**OUT-OF-TOWNERS**, MOSTLY... IN FROM OAKLAND OR ST. LOUIS OR DUBUQUE TO SEE A CITY THEY'VE BEEN SHOWN ON **FILM** FROM CHARLIE CHAPLIN TO MARTIN SCORSESE.

MAYBE THERE **ARE** SOME MUGGERS IN THE STREETS BELOW -- AND TONS OF **DIRT** WHICH, HAVING NO PLACE ELSE TO GO, MAY FIND ITS WAY ONTO THEIR **CONTACT LENSES**.

FOR ALL THAT, THEY CAN SENSE THERE IS **POWER** IN THIS CITY-- POWER, AND **GREATNESS** OF A KIND WHICH MOST CITIES ONLY **PRETEND** TO HAVE.

RADIO CITY

WABC TV

A CHORUS LINE

MAYBE AN EX-BEATLE NAMED **LENNON** SAID IT BEST, WHEN SOMEBODY ASKED WHY **HE** WANTED TO LIVE HERE MORE THAN ANY OTHER PLACE ON **EARTH**:

HE SAID -- IF YOU LIVED IN THE DAYS OF **ROME**, YOU'D WANT TO BE IN **ROME** -- SO HE WANTED TO BE IN **NEW YORK**!

AN OLD WARHORSE LIKE **ME** SURELY CAN'T ADD MUCH TO **THOSE** SENTIMENTS.

I CAN REMEMBER STANDING HERE IN **'41**, SOON AFTER I **BECAME** CAPTAIN AMERICA.

I FELT THAT WAY **THEN** -- AND I DON'T SEE ANY REASON TO CHANGE **NOW**!

THE SIGHT OF IT TAKES THEIR COLLECTIVE **BREATH** AWAY -- SO THAT IT TAKES THEM A MOMENT TO NOTICE EVEN THE **COLORFULLY-GARBED PAIR** NEAR THEM, BOTH SO FAMILIAR FROM THE SIX O'CLOCK NEWS AND THE PRINTED PAGE...

...**ONE** OF THEM CLAD IN A MANNER SO THAT **HE**, FULLY AS MUCH AS **NEW YORK** ITSELF, HAS COME ALMOST TO **STAND FOR** THE COUNTRY WHICH BEGINS A HUNDRED FLOORS BELOW.

STILL, IT'S **HARD** TO IGNORE A **LIVING LEGEND** FOR LONG, AND SO...

IS THAT YOUR **ORIGINAL** SHIELD, CAP? THE ONE YOU **THROW** ALL THE TIME?

IT'S MY **SECOND** SHIELD, ACTUALLY...

BUT, IT'S A **REMARKABLE** INVENTION; I CAN'T REALLY TAKE ALL THE **CREDIT** FOR--

IT'S LIKE A **BOOMERANG**, AIN'T IT-- AND NOTHIN' CAN **HURT** IT.

WHAT'S IT'S **BIG SECRET**?

SORRY. BUT, IF I **TOLD** ANY-ONE, THEN IT WOULDN'T **BE** A SECRET ANYMORE, WOULD IT?

WHAT'S A **SUPER-HERO** LIKE YOU DOING UP HERE WITH US **TOURISTS**?

YOU TRAILIN' THE **RED SKULL** OR SOMETHING?

NOTHING SO **DRAMATIC**, I'M AFRAID.

I JUST WANTED TO... **SEE THE VIEW.**

THAT'S ALL.

HEY, CAP-- WILL YOU GIMME YOUR **AUTOGRAPH**?

IT AIN'T FOR **ME**-- IT'S FOR MY **GIRL FRIEND!**

I'LL HAVE TO **BEG OFF**, FRIEND, IF YOU DON'T MIND.

I'VE... GOT TOO MUCH ON MY **MIND** RIGHT NOW. YOU SEE, I--

WHOA, OLD BUDDY.

DON'T LET THE **WHOLE WORLD** KNOW YOU WERE **BLIND** A LITTLE WHILE AGO...

THAT'S ALL YOU'D **NEED** TO BRING EVERY ONE'A YOUR **OLD ENEMIES** OUT OF HIDING TO TRY AN' **OFF** YOU, BEFORE YOU GOT COMPLETELY **RECOVERED!**

YOU'RE **RIGHT**, SAM. BUT, I HATE TO **DISAPPOINT** THOSE PEOPLE.

I GUESS I'M STILL A **SYMBOL** TO SOME PEOPLE... NOT A **MAN** AT ALL.

I'LL TAKE CARE OF THEM, OKAY?

OKAY. AND **THANKS.**

LOOK, FOLKS, IF YOU'LL JUST GIVE HIM A FEW MINUTES TO HIMSELF, I'M SURE HE'LL SIGN ALL THE AUTOGRAPHS YOU'D--

NO NEED FOR EVERYBODY TO LEARN CAP WAS BLINDED FOR A FEW DAYS.

THE DEVIL WITH HIM IF HE'S GONNA BE THAT WAY!

HE'S PART OF MY PARENTS' GENERATION, ANYWAY-- NOT MINE.

YEAH! I'M INTO SPIDER-MAN... AND NOVA!

A LITTLE PRIVACY, AND MAYBE HE CAN THINK SOME HAPPY THOUGHTS FOR A CHANGE.

FUNNY! I WAS THINKING ABOUT WHAT SAM SAID--ABOUT BEING A KID HERE IN NEW YORK--

STARTED TRYING TO THINK ABOUT MY OWN CHILDHOOD--

BUT I DIDN'T GET VERY FAR...

WE ARE AT WAR

BE CAREFU... WHAT YO... SAY

"...NO FURTHER THAN THAT DAY IN 1941 WHEN A SKINNY YOUTH HEARD A VOICE BEYOND A SLIDING DOOR...

ENTER STEVE ROGERS!

"...AND WALKED WITH NERVOUS STEP THRU IT...

"...TO FACE A FAMOUS SCIENTIST THE WHOLE WORLD THOUGHT DEAD!

YOU MUST DRINK THIS-- QUICKLY-- BEFORE THE CHEMICALS LOSE THEIR POTENCY!

GOOD LUCK, MY BOY!

"I'D BEEN TOO PUNY FOR THE ARMY IN THOSE PRE-PEARL DAYS...

"STILL, I COULD VAGUELY REMEMBER VOLUNTEERING FOR THIS TOP-SECRET EXPERIMENT, BECAUSE I WANTED TO DO SOMETHING... ANYTHING... EVEN IF I DIDN'T KNOW WHAT IT WAS.

"AND ALL THE WHILE, THE G-MEN WATCHED, TO SEE IF THE SO-CALLED 'SUPER SOLDIER SERUM' WOULD WORK...

IF WE HAVE ERRED, ROGERS WILL BE DEAD WITHIN SECONDS. BUT, IF WE SUCCEED--

--HE WILL BE THE FIRST OF AN ARMY OF FIGHTING MEN SUCH AS THE WORLD HAS NEVER KNOWN!

"FOR A MOMENT, I FELT NOTHING...

"THEN SUDDENLY--

EVERYTHING-- SPINNING AROUND! I--

I FEEL DIFFERENT-- BIGGER-- STRONGER, SOMEHOW--!

"AND I WAS!

"BUT, NEXT MOMENT, WITHOUT WARNING, ***ONE*** OF THE CAREFULLY-SCREENED MEN IN THE ROOM TURNED OUT TO BE--***A NAZI SPY!***

BLAM!

DOWN WITH DEMOCRACY!

THE ***THIRD REICH*** SHALL LIVE ***FOREVER!***

"AND THE MAN WHO HAD ***CONCEIVED*** THE BEING I NOW WAS--***DIED*** IN MY NOW-MUSCULAR ***ARMS***...

DOCTOR ERSKINE!

S-SAVE ***YOURSELF***, MY BOY-- SAVE-- ***UHHH--!***

GET THAT MURDERING ***NAZI!***

NO!! IT'S ***MY*** JOB!

IT'S WHAT I WAS ***CREATED*** TO DO!

DR. ERSKINE IS ***DEAD***-- AND HIS FORMULA DIED ***WITH*** HIM!

THERE CAN BE ***NO MORE*** LIKE ME!

BUT, I SHALL FIGHT FOR ALL THOSE WHO ***MIGHT*** HAVE BEEN!

"SMASHING THAT GESTAPO AGENT WAS, I SUPPOSE, MY ***LAST ACT*** AS A ***CIVILIAN***...

"FOR, I WAS A ***PART*** NOW OF THAT ***WORLD-WIDE STRUGGLE*** THAT MEANT SO MUCH TO ME...

"IN FACT, I SWIFTLY BECAME *MORE* THAN JUST A PART OF IT...

"I WAS THE *EMBODIMENT* OF MY NATION...IT'S *LIVING SYMBOL.*

"I WAS-- *CAPTAIN AMERICA!*

"FIRST WITH *ONE* SHIELD, AND SOON WITH ANOTHER, MORE *POTENT* ONE, I DID BATTLE WITH THE *ENEMIES OF MY COUNTRY*-- FIRST AT *HOME*, AS I HAD BEEN DESIGNED TO DO--

"--AND THEN, AFTER AMERICA HAD ENTERED THE WORLD WAR, *ABROAD* AS WELL!

"MY *SECOND* SHIELD, WHOSE AMAZING SECRET I SHALL CARRY TO MY *GRAVE*, PROVED THE *PERFECT WEAPON* FOR THE NEARLY PERFECT *WARRIOR*-- A DEVICE BOTH FOR *OFFENSE*--

"--AND FOR *DEFENSE!*

"YET, THE GREATEST *IRONY* OF ALL--

"--WAS THE FACT THAT NOW, AS *PFC STEVE ROGERS*, I CONCEALED MY STAR-SPANGLED NEW IDENTITY BENEATH MY *ARMY KHAKI*...

HEY, *SARGE!* THAT'S MY *SECOND* BULLSEYE THIS *MONTH!*

HOW'S ABOUT A *THREE-DAY PASS* TO CELEBRATE?

A *PASS!?*

LISSEN, YOU GOLDBRICK-- ONE MORE *CRACK* OUTTA YOU, AND YER GONNA BE DIGGIN' A *LATRINE* THE SIZE'A THE *ATLANTIC*--

AN-AND *THEN*, SARGE?

AND THEN YOU'LL START *FILLIN' IT IN* AGAIN!

MAYBE--IF I HIT A *THIRD* BULLSEYE--?

SHADDUP!

ROGERS

"POOR *SGT. DUFFY!* IF HE'D ONLY *KNOWN!*

"BUT, THE *ONLY* PERSON IN CAMP LEHIGH WHO *LEARNED* MY SECRET WAS THE *CAMP MASCOT*--AN ARMY BRAT NAMED *BUCKY BARNES*, WHOSE G.I. FATHER HAD *DIED IN TRAINING*...

HEY, *STEVE*, CAN I BORROW YOUR--?

HOLY COW! THAT COSTUME! YOU'RE-- *CAPTAIN AMERICA!*

"THAT CRAZY KID! HE VIRTUALLY *BLACKMAILED* ME INTO LETTING HIM BECOME MY *JUNIOR PARTNER!*

"AND THE *FUNNY* THING IS-- HE WAS *GREAT* AT IT!

"WITH *NO* FORMULA-GIVEN SUPER-POWERS, HE STILL PROVED TOUGHER THAN A CAGEFUL OF *WILDCATS*.

"AND, BEST OF ALL-- SUDDENLY, I WASN'T *LONELY* ANY MORE.

"FOR, IT'S A *LONELY* THING--TO BE THE ONLY *MASKED AVENGER* IN A WORLD OF *ORDINARY MEN*.

"THE ONLY MASKED AVENGER ON *OUR SIDE* AT THE TIME, I SHOULD HAVE SAID!

"FOR, EVER AND ALWAYS, THERE WAS THE *RED SKULL* -- HE WHOSE *ORIGIN* WAS EVEN MORE ASTONISHING THAN MY *OWN!*

"HE HAD BEEN A SIMPLE *BELLBOY* IN BERLIN, UNTIL *ADOLF HITLER* HAD PERSONALLY PICKED HIM OUT--

"--AND PROVED THAT *ANY* MAN, EVEN THE MOST *OBSCURE*, COULD BE TURNED INTO ONE OF THE MOST *MURDEROUS VILLAINS* THIS SIDE OF THE *FÜHRER* HIMSELF!

"THE SKULL AND I HAVE CLASHED SO *MANY* TIMES OVER THE YEARS, I'VE *LOST COUNT.*

"STILL, I GUESS IT WAS ALONGSIDE THE *INVADERS*, STARTING IN LATE '41, THAT BUCKY AND I FIRST FELT WE WERE TRULY AMONG *OUR OWN KIND.*

"FIRST WE JOINED FORCES WITH THE *HUMAN TORCH* AND THE YOUNG *TORO*, AND THE SUPER-POWERFUL IF ERRATIC *SUB-MARINER*...

"...LATER, WITH BRITISHERS *UNION JACK* AND HIS SISTER *SPITFIRE.*

"BOTH WITH THE *INVADERS*, AND BY *OURSELVES*, BUCKY AND I FOUGHT THE BATTLES OF FREEDOM ON A *TWO-FRONT WAR*...

"AND WHO WOULD HAVE **BELIEVED** IT WOULD ALL END IN **1945**--JUST A FEW SHORT DAYS BEFORE THE **FINISH** OF THE BLOODY **WAR IN EUROPE**...

"...AS THAT BRAVE YOUNGSTER AND I TRIED TO STOP AN EXPLOSIVE-FILLED EXPERIMENTAL **DRONE PLANE** FROM BEING SENT BACK BY REMOTE-CONTROL TO THE **FATHERLAND**...?*

WE'RE **TOO LATE**, BUCKY!

NO! DON'T STOP! I THINK I CAN **REACH** IT, CAP!

"I'VE **RELIVED** THAT FATEFUL MOMENT SO MANY **TIMES**--

*AVENGERS #4. --ROY.

"--AND SOMEHOW, EACH TIME, I'VE NEVER GIVEN UP HOPE THAT THIS TIME--**THIS TIME**--SOMEHOW, THE ENDING WILL BE **DIFFERENT**...!

DROP OFF-- INTO THE **WATER**, LAD! DON'T TRY TO GO IT **ALONE!**

NO! I CAN BRING THE PLANE BACK-- I **KNOW** I CAN!

LET GO! YOU CAN'T DEACTIVATE THE **BOMB** ABOARD WITHOUT **ME!**

"BUT IT NEVER **IS** DIFFERENT, IS IT?

"EACH TIME, MY TORTURED EARS--MY TORMENTED MIND--SEEM TO GO OVER AND OVER **BUCKY'S LAST WORDS:**

"'YOU'RE **RIGHT**, CAP! I SEE THE **FUSE!** IT'S GONNA **BLOW!**'

"NEXT MOMENT, BOTH HE AND THE PLANE ARE **GONE**--AMID A BURST OF SOUND AND FLAME AND FURY WHICH SIGNALS THE **END OF MY WORLD!**

"STRANGELY, EACH TIME, I **RETAIN CONSCIOUSNESS** FOR ANOTHER FEW SECONDS, EVEN AS I PLUMMET TOWARD THE **CHANNEL WATERS** BELOW...

HE'S **GONE!** AND I--WITH ALL MY POWER, ALL MY STRENGTH-- I COULDN'T **SAVE** HIM!

"THEN, I REMEMBER **NO MORE**--NOT FOR NEARLY **TWENTY YEARS!**

"I SIMPLY **DRIFTED**-- ONE MORE PIECE OF **HUMAN FLOTSAM**, LIKE THE COUNTLESS **DEAD SAILORS** FROM EVERY NAVY IN THE WORLD IN THOSE TERRIBLE DAYS.

"THE ONLY DIFFERENCE WAS... I WAS **ALIVE**, AND IN A STATE OF **SUSPENDED ANIMATION** WHICH, EVEN TODAY, I **CAN'T EXPLAIN.**

"THE **REST** OF THE WORLD, THOUGH, WOULD HAVE THOUGHT ME **DEAD**--

"--EXCEPT FOR THE INSPIRATION OF A **GENTLEMAN FROM MISSOURI** WHO NOW OCCUPIED THE **WHITE HOUSE:**

"THE **SPIRIT OF '76**," THEY CALLED YOU IN ENGLAND, DIDN'T THEY?

YES, MR. PRESIDENT.

WELL, **I'M** ASKING YOU TO BE THE SPIRIT OF **TODAY**-- THE SPIRIT OF **AMERICA!**

"QUICKLY, HE OUTLINED HIS **PLAN**...

"...THAT THE **AXIS**, IN PARTICULAR, SHOULD THINK **CAPTAIN AMERICA STILL LIVED!**

I-- I CAN'T BELIEVE HE'S **DEAD**, SIR--!

EVEN THIS **SHIELD**--

MERELY A REASONABLE **FACSIMILE**, I'M AFRAID.

WELL, WILL YOU **DO** IT, SON?

OF **COURSE**, MR. PRESIDENT-- IF THAT'S WHAT YOU WANT.

BUT, WHAT ABOUT MY "**BUCKY**"?

THE **F.B.I.**'S SEEING TO THAT.

NOW, I'LL CALL THE **REMAINING INVADERS** BACK HOME, AND--

"BUT, THE CAREER OF THE FIRST **REPLACEMENT** CAPTAIN AMERICA WAS TO COME TO A **TRAGIC END** OF ITS OWN IN '**46**--

"--AT THE LETHAL, INHUMAN HANDS OF A **METALLIC MONSTER**-- PART OF A **MAD ANDROID'S** SCHEME TO **CONQUER MANKIND!***

*SEE **WHAT IF #4**. --R.T.

"YET, EVEN IF A *MAN IN A MASK* DIED--THE CONCEPT OF *CAPTAIN AMERICA* WAS DESTINED TO *LIVE ON*--

"THE SUPER-HERO KNOWN AS THE *PATRIOT* FOUND THE DYING MAN--

"--HEARD HIM *GASP OUT* HIS REAL, *PRE-CAP* IDENTITY WITH HIS *FINAL BREATH*--

"AND THEN, BECAUSE HE HAD BEEN INSPIRED TO UNDERTAKE HIS *OWN* CAREER BY MY EXAMPLE, SWORE AN *OATH:*

I *VOW* THAT, WHILE THIS NATION *NEEDS* A CAPTAIN AMERICA, IT WILL *HAVE* ONE--*MYSELF!*

"AND SO THE LIST GREW *LONGER.*

"WHAT WAS IT *PRESIDENT TRUMAN* HAD SAID:

"*CAPTAIN AMERICA MUST LIVE ON!*"

"AND, ALL THE WHILE, THE *ORIGINAL* CAPTAIN AMERICA DID *INDEED* LIVE, THOUGH NO ONE *KNEW* IT...

"...WHILE THE *PATRIOT'S* CAREER AS THE STAR-SPANGLED SENTINEL CAME TO AN END IN *1949.*

"*ONE* PERSON, HOWEVER, SENSED SOMEHOW THAT THE *PATRIOT-C.A.* WAS NOT THE *REAL* ONE...

"AND, THOUGH HIS *NAME* IS UNKNOWN TO ME... WHAT HE *DID,* UNHAPPILY, IS *NOT:*

"IN 1953, IN GERMANY, HE DISCOVERED THE *SUPER-SOLDIER FORMULA* IN THE CAPTURED FILES OF A *NAZI ESPIONAGE OFFICER...**

GEHEIM-AKTE von SS MAJ. KERFOOT

KIEL

*AS SEEN IN *C.A.* #155. --ROY.

"UNFORTUNATELY, THE MAN WAS *OBSESSED* WITH THE IDEA OF *CAPTAIN AMERICA.*

"HAVING MANAGED TO UNEARTH *MY* TRUE IDENTITY, HE GAVE UP HIS *OWN* UNDER THE PLASTIC SURGEON'S KNIFE...

"...TO *BECOME*, WHEN THE BANDAGES WERE REMOVED...

"...THE *EXACT DOUBLE* OF... *STEVE ROGERS!*

"AND WHEN A *FAKE RED SKULL* ATTACKED THE *UNITED NATIONS*, A *CAPTAIN AMERICA* WAS THERE!

"BUT, THERE WAS A *FLAW* IN THE GERMAN SPY'S RECORDING OF THE SUPER-SOLDIER FORMULA...

"...A FLAW AT FIRST *MISTAKENLY* ATTRIBUTED TO HIS NOT HAVING BEEN BATHED, LIKE MYSELF IN *VITA-RAYS* AFTER DRINKING THE POTION.

"THE *IMPURE* FORMULA EVENTUALLY TURNED *THIS* CAPTAIN AMERICA AND HIS *BUCKY* INTO A *MENACE TO SOCIETY*...

"AND, ONLY A YEAR LATER, THEY WERE PLACED IN *SUSPENDED ANIMATION* BY OVER-ZEALOUS GOVERNMENT AGENTS.

"THE *IRONY* OF IT ALL IS THAT MEANWHILE *I* WAS IN A *DIFFERENT* KIND OF SUSPENDED ANIMATION.

"AT LONG LAST, IN *1963*, I SOMEHOW FLOATED TO THE *SURFACE*, THOUGH IMBEDDED IN *ICE*...

"...TO BE FOUND AND EVEN *WORSHIPPED* BY AN ISOLATED *ESKIMO TRIBE*...!

O MIGHTY LORD OF THE FROZEN ICE, *HEAR OUR PRAYERS*...

"*ANOTHER* IRONY, IN A LIFE *FILLED* WITH THEM: IT WAS THE WANDERING *SUB-MARINER* WHO CAME ONTO THE SCENE, AND VENTED HIS WRATH ON A *BLOCK OF ICE!*

"IF HE HAD ONLY *KNOWN* THAT ONE OF HIS *FELLOW INVADERS* FROM TWO DECADES BEFORE WAS *IMPRISONED* INSIDE IT...!

"BUT, HE DID *NOT*.

"AFTER THAT, I DRIFTED AWAY TO THE WARMER WATERS OF THE *GULF STREAM*...

"...WHERE, THE ICE AROUND ME *MELTED*, I WAS RESCUED BY--

"--THE MIGHTY *AVENGERS!*

BEHOLD--HE *LIVES!* AND--THE COLORFUL *RAIMENT* HE DOTH WEAR, BENEATH THE DRAB OF *KHAKI*--

IT'S THE COSTUME ONCE WORN BY--*CAPTAIN AMERICA!*

BUT--HE'S *DEAD!* WE KNOW FROM *GOVERNMENT SOURCES* THAT HE PERISHED IN ACTION IN *1945!*

"IRON MAN WAS *WRONG!* CAPTAIN AMERICA WAS *VERY MUCH ALIVE*, THOUGH IN A *DELIRIUM*--

BUCKY! LOOK OUT!

YOU *WON'T* KILL HIM! I WON'T *LET* YOU!

I'LL SMASH YOU *ALL!*

THOR! IRON MAN! STOP HIM! HE'S GONE MAD!

"WHEN MY RAGE *SUBSIDED*, THOUGH, I REALIZED WHAT HAD *HAPPENED*-- AND SOON BECAME AN *AVENGER* MYSELF!*

*AVENGERS #4. --R.

"SOME TIME LATER, I EVEN THOUGHT-- *BRIEFLY*--THAT I'D FOUND A *NEW BUCKY*-- IN THE BRAVE LAD NAMED *RICK JONES*...

"BUT, IN THE LONG RUN, *NO ONE* COULD TAKE THE PLACE OF *BUCKY BARNES*-- NOT EVEN *RICK!*

"IF I WAS NOT TO FIGHT *ALONE* FOREVER, I WOULD HAVE TO HAVE A *NEW* KIND OF PARTNER-- AND, IN TIME, I *FOUND* ONE--

"*THE FALCON!*

"AT FIRST, HE WAS MERELY A SKILLED *ACROBAT* WITH A *TRAINED HAWK*...

"YET, IN TIME, HE MASTERED THE POWER OF *GLIDE-FLYING* FOR SHORT DISTANCES, TO *RIVAL* THE POWER OF HIGH-SOARING *REDWING* HIMSELF!

"AND NO MAN EVER HAD A MORE *LOYAL* FRIEND THAN *SAM WILSON*, ALIAS THE *FALCON!*

"STILL, I'M GETTING *AHEAD* OF MYSELF.

"FOR, OUR *BAPTISM OF FIRE* WAS A BATTLE AGAINST THE *TRUE RED SKULL*, WHO LIKE MYSELF HAD BEEN PLACED IN A FREAKISH STATE OF *SUSPENDED ANIMATION*--

"--AND WHO WOULD HAVE USED THE ALL-POWERFUL *COSMIC CUBE* TO ENSLAVE THE WHOLE PLANET, IF SAM HADN'T *DISTRACTED* HIM AT A FATEFUL MOMENT...

THAT'S *IT*, FALCON! YOU GAVE ME THE SPLIT-SECOND I *NEED!*

MY *CUBE!*

IT MUST BE *MINE* AGAIN!*

"THE SKULL *DIDN'T* RECOVER THE LETHAL CUBE, OF COURSE -- AND IT WAS ALMOST A *PLEASURE* TO USE MY FISTS AGAINST ONE AS UNABASHEDLY, UNDENIABLY *EVIL* AS HE --

*THIS SCENE, AND THE FALCON'S *ORIGIN*, FROM ISSUES #118-119. --REMINISCIN' ROY.

"--WHILE I'VE *NO DOUBT* WHAT WAS THE *HARDEST* BLOW I'VE EVER FOUND TO STRIKE:

"THE ONE WITH WHICH I FINALLY DEFEATED THE CAPTAIN AMERICA OF THE EARLY *1950*'S--

"--WHEN HE *ES-CAPED* FROM HIS CRYOGENIC STATE, AND VOWED TO *DESTROY* EVERY-THING THAT DIDN'T MEET HIS OWN MIS-GUIDED DEFINITION OF *'AMERICAN'*!

"IT WAS LIKE HITTING-- *MYSELF.*

"AND AGAIN, THE *FALCON* WAS THERE-- AND *SHARON CARTER*, THE GIRL I LOVE... AND *SISTER* OF THE GIRL I *ONCE* LOVED.*

THE AUTHORITIES WILL PUT HIM AND "BUCKY" BACK IN THEIR *SUS-PENDED-ANIMATION TANKS*, UNTIL A *CURE* CAN BE FOUND... *IF* ONE CAN BE FOUND.

AND *I'LL* GO BACK TO FIGHTING FOR A BETTER AMERICA WHILE THEY *SLEEP.*

BUT ALL THE TIME, I'LL BE *THINK-ING*...

...THAT HE COULD HAVE BEEN *ME.*

*ISSUE #156, --ROY.

"SINCE THAT DAY, I'VE FOUGHT ALONGSIDE *SAM* AND *SHARON*-- NEXT TO *NICK FURY*, MY OLD BUDDY--

"--AND AT THE FOREFRONT OF SEVERAL DIFFERENT GROUPINGS OF *AVENGERS.*

"ONCE, I EVEN TRIED *GIVING UP* THE IDENTITY OF CAPTAIN AMERICA *FOR-EVER*...ONLY TO FIND *IT* WAS AS MUCH A PART OF MY BLOOD AS THE *SUPER-SOLDIER FORMULA* ITSELF.

"BUT ALWAYS, UNDER-NEATH IT ALL... ESPECIALLY SINCE THE ENCOUNTER WITH THAT *OTHER* CAPTAIN AMERICA, I'VE FELT *ALONE*...

"AND, WHEN I SAW THE FACE OF *STEVE ROGERS* STARING BACK AT ME, *YOUNGER* THAN IT HAD A *RIGHT* TO BE AFTER ALL THESE YEARS...

"...IT WAS ALWAYS THE FACE OF...A **STRANGER!**

"THEN, ONLY **DAYS** AGO, I FOUGHT THE HATED **RED SKULL** AGAIN...

"AND, THOUGH I MANAGED TO **WIN OUT** IN THE END...

"...IT WAS A VICTORY **NOT WITHOUT COST.**

MY **EYES!** I-- **CAN'T SEE!!**

"BUT, WHILE I LAY IN THAT HOSPITAL BED, I DISCOVERED SOMETHING EVEN THE **DOCTORS** COULDN'T KNOW:

"THAT, EVEN WHEN I HAD **EYES**-- I WAS STILL **BLIND** TO ONE OF THE MOST **IMPORTANT** THINGS OF ALL!

AND NOW THAT I CAN **SEE** AGAIN-- I'VE GOT TO DO SOMETHING **ABOUT** IT!

HUH? WHAT'S **UP,** CAP? YOU WERE **MUMBLING** TO YOURSELF-- AND NOW YOU **BLURTED OUT--**

SORRY, FALC... BUT I JUST **REALIZED** SOMETHING...

WHAT'S **THAT?**

WHEN I WAS TRYING TO REMEMBER MY **PAST**--WHO I WAS **BEFORE** I WALKED THRU THAT DOOR TO DRINK THE **SUPER-SOLDIER FORMULA** AT THE AGE OF 20 'WAY BACK IN **'41**--

--I SUDDENLY REALIZED-- THAT I **DIDN'T KNOW!**

BUT SO HELP ME, I'M GOING TO **FIND OUT...**

WHO IS STEVE ROGERS?

PUZZLED FROWNS CROSS THE FACES OF STARTLED ONLOOKERS...

BUT, THEY SOON **DISMISS** HIS STRANGE, MOMENTARY OUTBURST FROM THEIR **MINDS.**

IT WAS JUST AN INSTANT'S **ABERRATION.**

AFTER ALL, THIS WAS **CAPTAIN AMERICA** THEY SAW BEFORE THEM, BEFORE HE AND THE FALCON RUSHED BACK TO THE TEEMING STREETS BELOW...

...AND THEY **KNOW** CAPTAIN AMERICA... **HAVE** KNOWN HIM, IN A SENSE, ALL THEIR **LIVES.**

THAT, AT LEAST, IS WHAT THEY **THINK.**

THAT IS PROBABLY EVEN WHAT **YOU** THINK.

YOU ARE **WRONG.**

HOW WRONG YOU WILL SOON **DIS-COVER...!**

BUT **BEFORE** THAT DISCOVERY IS MADE, THERE'S A STUNNING **SIDE-TRIP** INTO A NEARLY FORGOTTEN SEGMENT OF THE STAR-SPANGLED AVENGER'S MYTHOS AWAITING YOU **NEXT ISSUE,** WHEN...

CAPTAIN AMERICA MEETS The HUMAN TORCH!

CAPT. AMERICA ™

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CAPTAIN AMERICA®

VERSUS THE

HUMAN TORCH™

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BLAZING BATTLE WITH A SURPRISING FINISH! THE FLAME AND THE SHIELD!

FROM OUT OF THE PAST-- THE NEARLY-FORGOTTEN *FIRST APPEARANCE* THAT BROUGHT CAP *EXPLODING* INTO THE MARVEL AGE OF COMICS!

GK
EC

Stan Lee PRESENTS: CAPTAIN AMERICA!™

CAPTAIN AMERICA! THE NAME HAS BECOME ALMOST SYNONYMOUS WITH THE NATION HE WAS CREATED TO DEFEND.

BUT NOW, THE STAR-SPANGLED AVENGER HAS DISCOVERED THAT HE DOES NOT KNOW WHO HE IS-- OR RATHER, WHO STEVE ROGERS WAS IN THE DAYS AND MONTHS AND YEARS BEFORE HE DONNED THAT RED-WHITE-AND-BLUE UNIFORM.

HE IS DETERMINED TO FIND OUT!

IN HIS MIND'S EYE HE HAS RE-LIVED HIS PAST LIFE: THE GLORIOUS BATTLES OF WORLD WAR II-- THE STARK TRAGEDY WHICH ENDED HIS FIRST CAREER-- THE FATEFUL DAY IN 1963 WHEN HE WAS RESTORED TO LIFE BY THE MIGHTY AVENGERS.*

IN THAT REVERIE, HE COVERED EVERY INCARNATION OF CAPTAIN AMERICA-- OF HIMSELF, AND THOSE OF DARED TO TAKE HIS PLACE DURING THE CRUCIAL YEARS FROM 1945 TO 1963.

ALL, THAT IS-- BUT ONE.

THIS IS THE STORY HE FORGOT-- THE STORY, PERHAPS, HE NEVER KNEW--!

*LAST ISSUE.--ROY.

Reprinting *Strange Tales* #114's Human Torch vs. Captain America battle royale.

CAPT. AMERICA ™

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CAPTAIN AMERICA® AND THE FALCON™

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ALL NEW!

CAP STANDS ALONE--AGAINST STARTLING NEW SUPER-HEROES--AND THE AGENTS OF SHIELD!

FURY! FALCON! ARE YOU BOTH TURNING AGAINST ME, TOO??

BELIEVE IT, SHIELD-SLINGER!

YOU'RE A TRAITOR TO SHIELD--AND YOU'RE GONNA PAY FOR IT--THE HARD WAY!!

1941! The world at war! And in a full-security laboratory, frail *Steve Rogers* became *Captain America*, the American *super-soldier!* For four thrilling years, he struck back at the Axis' treacherous attack— until a freak stroke of fate threw him into *suspended animation*...to awaken in the *mid-1960's*, a man *twenty years out of his time.* Since that day, *Captain America* has sought his destiny in this *brave new world.*

Stan Lee PRESENTS: CAPTAIN AMERICA AND THE FALCON™

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* and ARCHIE GOODWIN CONSULTING EDITOR *

THE SEARCH FOR STEVE ROGERS!

ANK

THERE YOU ARE, SON! NOW WHO'S NEXT?

HEY, STOP THE BUS! IT'S CAPTAIN AMERICA AN' THE FALCON!!

4 MAIN STREET

DON'T WORRY, KIDS! WE'LL SIGN AS MANY AUTO-GRAPHS AS WE CAN!

BUT QUIT SHOVING, OKAY? AND TRY'N BE PATIENT!

ALL THIS WRITING TAKES TIME! AND ONE POWER NEITHER CAP OR I HAVE IS SUPER-SPEED!

MAN, CAP, MY HAND'S GETTING SORE! NEVER FIGURED THAT WRITER'S CRAMP COULD BE A SUPERHERO WEAKNESS! CAD? CAP?!

UH, OH! HE'S DRIFTING AGAIN! HIS HAND'S WRITING, BUT HIS MIND'S SOMEPLACE ELSE--

--LIKE ON WHO STEVEN ROGERS WAS BEFORE THAT LAB EXPERIMENT TURNED HIM INTO CAPTAIN AMERICA.

LOOKS LIKE IT'S TIME FOR THE FALCON TO COME TO THE RESCUE!

HEY, CAP, DID YOU FORGET?

UH, WHAT DID YOU SAY, FALCON? GUESS I WAS DAYDREAMING!

OH, WOW!!

DON'T YOU REMEMBER THAT CRIMEBUSTING APPOINTMENT WE'VE GOT?

AND I'M SURE OUR LITTLE BUDDIES WOULDN'T WANT US TO BE LATE!

MINUTES LATER, ALONG A MIDTOWN SIDESTREET...

I GUESS THIS HANG-UP I'VE DEVELOPED ABOUT MY PAST IS REALLY GETTING IN THE WAY OF OUR ACT!

BARBER SHOP

DON'T LET IT WORRY YOU, CAP!

BARBER SHOP

THAT'S EASY TO SAY, OLD FRIEND! BUT AT LEAST YOU KNOW WHO YOU WERE BEFORE YOU BECAME THE FALCON!

GIMME THE WORKS, OKAY? BUT LEAVE AN INCH OR TWO ON THE SIDEBURNS!

YOU WANT A CREW-CUT, YOU SAY? OH, HOW I'VE BEEN WAITING FOR THIS MOMENT!

BUT WE'LL TALK ABOUT MY IDENTITY CRISIS LATER, OKAY?

WHATEVER YOU SAY, MISTER --HUH?!

LIKE OKAY? AFTER WE'VE GOTTEN OUR "HAIRCUTS!"

HEY, WHAT GIVES ALREADY?!

THE SOAP AIN'T EVEN SET YET, AN' I GET THE BUM'S RUSH!

SORRY, BUT WE'VE GOT A COUPLE OF CELEBRITIES-- WHO ALWAYS GET THEIR HAIRCUTS IN PRIVATE!

TELL YOU WHAT?! COME IN TOMORROW--

--AND YOU GET THE WHOLE WORKS FREE, INCLUDING A MANICURE AND SHOESHINE!

WITH SUCH GENEROUS OFFERS BEING MADE, IT'S NOT LONG BEFORE THE BARBER SHOP IS EMPTY--

--EXCEPT FOR A PAIR OF BARBERS AND A TEAM OF COSTUMED HEROES.

AH, THAT'S BETTER! NOW WHAT'LL IT BE TODAY, GENTLEMEN? THE USUAL?

YOU GOT IT, PAL-- BUT DON'T TAKE TOO MUCH OFF THE TOP!

ONE OF THE BARBERS REACHES OUT, BUT INSTEAD OF GRABBING SCISSORS AND ELECTRICAL CLIPPERS--

--HE TOUCHES A HIDDEN SWITCH.

THERE IS A SOFT WHIRRING SOUND, AS THE FLOOR BENEATH THE TWO BARBER CHAIRS IRISES OPEN--

--AND TWO OF THIS NATION'S MOST HIGHLY RESPECTED FREEDOM FIGHTERS ARE GENTLY LOWERED OUT OF VIEW

FOR A FULL THIRTY-SECONDS, THE CHAIRS REMAIN BENEATH THE BARBER SHOP FLOOR. AND WHEN THEY RETURN...

ALL RIGHT, I SUPPOSE IT'S SAFE TO OPEN UP FOR BUSINESS AGAIN!

GUESS WE'D BETTER-- BEFORE THAT GUY OUTSIDE KNOCKS DOWN THE DOOR!

KNOK! KNOK! KNOK! KNOK!

UH... SORRY TO BARGE IN, BUT I FORGOT MY HAT AN'-- HEY! WHERE DID THOSE TWO SUPER-TYPES GO?

THEM? OH, THEY SLIPPED OUT THE BACK WAY!

YEAH? BUT THEY WEREN'T EVEN IN HERE LONG ENOUGH FOR A TRIM, LET ALONE A--

LET'S JUST SAY THAT DUTY CALLED! NOW--

"--SHALL WE PICK UP FROM WHERE WE LEFT OFF? NOW WHAT WERE YOU SAYING ABOUT THOSE SIDE-BURNS?"

SAY, DOES SOMETHING STRIKE YOU AS ODD ABOUT SHIELD COMPLEX, TODAY, FALC?

I GET YOUR DRIFT, CAP!

LIKE THEY SAY IN THOSE OLD MOVIES, IT'S QUIET --TOO QUIET!

BUT QUIET IT'S NOT FOR LONG, AS CAP AND FALCON ARE SUDDENLY ALERTED BY A SLIDING PANEL...

HOLY!

COMING OUT OF THAT WALL, CAP!

WHAT'RE WE GONNA DO?!

GOOD QUESTION, BUDDY!

"FIRST, WE WAIT... FIND OUT WHY THOSE SHIELD AGENTS ARE CHARGING DOWN ON US..."

"AND IF THEY REALLY MEAN TO FIGHT US--"

THEY DO!

CLANG!

--WE HIT BACK!!

AND WE HIT 'EM HARD!!

BOOB!

OH, OH!!

IF NOT FOR THESE GLIDER WINGS OF MINE--

KA-ZAK!!

--THAT WALL WOULD'VE BEEN ME!

AND SINCE THIS HIGH-FLYIN' BIRD DOESN'T PARTICULARLY LIKE THE THOUGHT OF GET-TING ROASTED--

THUD!

UGHNNN...

CAREFUL OF THOSE BLASTERS, FALCON!

STARK DESIGNED THEM TO MELT THROUGH SOLID STEEL!

AND THAT'S ALL THEY'RE GONNA MELT, CAP--

HEY, WHERE'D HE GO--

--AT LEAST TILL THESE "HEAVIES" IMPROVE THEIR AIM!

'COURSE, MAYBE THEY'RE BETTER WHEN THEIR TARGET ISN'T MOVING--

--ES-PECIALLY WHEN IT COMES SWOOPING DOWN--

--LIKE A BIRD OF PREY!!

SWI-BLAM!

WELL, GUESS THAT TAKES CARE OF THEM, CAP!

DON'T BE SO SURE IT'S OVER, FALCON!

THERE'S ANOTHER WALL PANEL OPENING OVER THERE! SO BE READY TO--

AWRIGHT, YOU STAR-SPANGLED GRAND-SLAMMER! YOU AND THE "WINGED WONDER" KIN TAKE A BREATHER! I JUST SOUNDED THE BELL ON THIS BOUT!

NICK FURY!

AN' DON'T FORGET OL' DUM DUM DUGAN, CAP!

YOU KNOW HOW I HATE GETTIN' LEFT OUT!

ALL RIGHT, FURY, WHAT'S THE IDEA?!

WHAT'S EATIN' YUH, HERO?! MY BOYS GIVE YUH A HARD TIME?

THAT'S NOT THE POINT! THOSE A-GENTS OF YOURS WERE OUT FOR OUR BLOOD! WHAT'S WRONG--?

FORGET WHAT OUR UNIFORMS LOOKED LIKE?

SOMETHIN' LIKE THAT! YUH SEE, CAP--ANYBODY KIN' DRESS UP IN FANCY DUDS'N CALL HIMSELF CAPTAIN AMERICA OR THE FALCON!

BUT THAT DON'T MEAN HE'S THE REAL McCOY!

YOU THOUGHT WE MIGHT BE IMPOSTERS?!

YOU GOT IT, CAP! SO I HADDA TEST YOU AND THE FALCON -- HADDA MAKE SURE YOU WEREN'T A COUPLE'A RINGERS!

BUT IF WE WERE IMPOSTERS, HOW COULD WE HAVE GOTTEN DOWN HERE? THIS COMPLEX HAS TOP SECURITY!

SO TELL ME SOMETHIN' I DON'T KNOW ALREADY!

BUT FIRST FOLLOW ME! 'CAUSE OL' NICK'S GONNA TEACH YOU HEROES THE FACTS'A LIFE!

INTRIGUED, CAPTAIN AMERICA AND THE FALCON SILENTLY FOLLOW THE CIGAR-CHOMPING SHIELD DIRECTOR--

--AS HE LEADS THEM TO A HEAVILY GUARDED ROOM...

SEE THE CREEP UNDER THE "HAIR DRYER?" HE'S THAT SHIELD TROOPER WHO TRIED SELLIN' US OUT!*

FACE IT, AVENGER! HE TAUGHT US A LESSON! SO WHEN YOU GUYS WALTZED IN OFF THE STREET...

WELL WE HADDA BE SURE!

NEXT QUESTION: WHAT'S THAT MACHINE SUPPOSED TO DO TO THE TRAITOR?

*HE WAS APPREHENDED IN CA#214 --R.T.

DON'T KNOW HOW IT WORKS! BUT STARK'S BOYS BUILT THE THING TO PROJECT HUMAN THOUGHTS! DON'T BELIEVE ME?

THEN WATCH THE MONITOR SCREEN!

CLICK!

YUH SEE, THE TRAITOR'S THINKIN' OF A BETTER SHOW THAN "FERNWOOD 2-NIGHT!"

HEY, CAP-- THAT'S US, TALKING TO THE TRAITOR BUT WE NEVER--

YOU'RE CATCHIN' ON, FALCON! AN' SINCE THIS BOOB TUBE AIN'T GOT SOUND, YOU COULD'A BEEN TAKIN' HIS ORDERS!

OR-- MAYBE THE TWO COSTUMED JOKERS ON THAT SCREEN WERE FAKES, HIRED BY THE TRAITOR'S ORGANIZATION *--

--A GANG OF REAL PROS CALLIN' ITSELF THE CORP-ORATION!

WHATEVER, WE COULDN'T TAKE ANY CHANCES! CLEAR?

*SEE CA #213--R.T.

CLEAR! SO THIS "CORP-ORATION" HAS MANAGED TO INFILTRATE SHIELD COMPLEX! CLEVER!

REAL CLEVER, CAP! THEY MUSTA PROGRAMMED THIS CREEP TO KEEP THINKIN' OF YOU AN' THE FALCON!

BRAIN-WASHED...

RIGHT! TO BETRAY YOU AND NOT THE ORGANIZATION, 'CASE HE GOT HISSELF CAUGHT!

OKAY, DUM DUM... PUT THE TRAITOR INTA DETEN-TION! THE AIR 'AROUND HERE'S GETTIN' KINDA BAD!

ALL RIGHT, BENEDICT ARNOLD! LET'S MOVE IT!

AND NO TRICKY MOVES! 'CAUSE EAGLE EYE DUGAN'S GONNA BE WATCHIN' YOU!

BUT THE FORMER 'HOWLER' FAILS TO SEE THE EVER-SO-INNOCENT GESTURE WHICH DOES NOT GO UNNOTICED BY NICK FURY'S ONE GOOD EYE...

HEY!

WHAT'S WRONG, COLONEL FURY? HE'S GOT AN ITCH, THAT'S ALL!

LIKE HELL HE DOES! STOP 'IM!!

TOO LATE! DUGAN! HE'S ALREADY LICKED HIS FINGER...

AN HE'S DROPPIN'--

THE GUY MUSTA TAKEN SOME KINDA POISON! QUICK--GET THEM SAW-BONES IN HERE ON THE DOUBLE!

FERGET IT, NICK, YOU'D JUST BE WASTIN' THEIR TIME!

YEAH. AN' TA THINK I THOUGHT WE CHECKED OUT EVERY INCH-'A THE TRAITOR! NEVER THOUGHT TA LOOK UNDER HIS EYELID FOR A POISON!

FURY, YUH BLEW IT! WE AIN'T GONNA LEARN NOTHIN' MORE FROM THIS LOSER!

OKAY, DUM DUM, GET RID'A THE BUM BEFORE HE STARTS TA DRAW FLIES!

HMMM. I'M GETTING THE PICTURE, FURY!

WHAT'S WRONG, NICK? SHIELD RUN OUTA RAID?

THOUGHT YOU WOULD, AVENGER!

THIS CORPORATION AIN'T NO BUNCH'A AMATEURS! THEY GOT SOPHISTICATED HARD-WARE THAT'D MAKE JAMES BOND JEALOUS--

--AN' THEY GOT THEMSELVES SOME REAL SUPER-POWERED AGENTS WORKIN' FOR 'EM!

LIKE THAT HIGHLY EF-FICIENT NIGHT FLYER CHARACTER CAP AND I TANGLED WITH!*

*IN ISSUES #213 & 214. --ROY.

GRAB YERSELF A KEWPIE DOLL, MASKED MAN!

AN' SINCE THIS CORPORATION'S GOT MORE SUPER-POWERED SPIES WORKIN' FER THEIR BLOOD MONEY--

--WE BEEN PUTTIN' TO-GETHER OUR OWN LITTLE 'TEAM'A SUPER-JOCKS!

I DON'T GET IT, NICK!

YOU WILL-- SOON AS I RAISE THAT THERE SLIDIN' DOOR!

NOW PAY ATTENTION, KIDS-- 'CAUSE WE'RE ONLY GOIN' THROUGH THIS ONCE!

FIRST OFF, I WANT 'CHA TO MEET... THE BLUE STREAK!!

GANGWAY...

A MAN ON ROLLER SKATES?! WHAT IS THIS, NICK... SOME KIND OF GAG?!

IF IT IS, SHIELD-SLINGER, HOW COME YOU AIN'T LAUGHIN'!

GOOD LORD! HE'S SOARING RIGHT OVER US!!

THOSE SKATES OF HIS MUST BE ROCKET-POWERED.

GOOD GUESS, FALCON! BUT THOSE SKATES HAVE THEIR LIMIT-ATIONS!

ME? I'M MORE COMFOR-TABLE WITH THIS BELT THE SHIELD BOYS INVENTED FOR ME!

ALL RIGHT, FURY? WANT TO GIVE THEM A DEMONSTRATION OF WHAT THE VIVACIOUS VAMP CAN DO?

YOU'RE ON, BEAUTIFUL--

OKAY, AGENT 74-- TRY 'N STOP HER!!

YES! AND LET'S EMPHA-SIZE THAT CRUCIAL WORD: TRY!!

HA! STOPPING SOME BROAD-- EVEN A LOUD-MOUTH SUPER-POWERED ONE-- 'LL BE A CINCH!

THINK SO, TOUGH GUY?

THEN WATCH--

--AS I DEMON-STRATE WHAT THIS BELT CAN DO... AND WHY I'M CALLED THE VAMP!

HUH?!

YOU SEE, THE BELT GIVES ME THE ABILITY TO ABSORB INTO MY OWN BODY--

--THE POWERS AND SKILLS OF MY OPPONENT!

THEN, AS LONG AS I'M CLOSE ENOUGH TO SAID OPPO-NENT, I CAN USE THOSE POWERS AGAINST HIM!

I ADMIT THE NAME DOESN'T MEAN QUITE THE SAME AS IT DID IN THOSE OLD SILENT MOVIES--

YIIIIIIII!!!

BUT IT'S SURE AS HELL BETTER THAN "FEMME FORCE" WHICH FURY THOUGHT UP!

OF COURSE, IF SOME-THING SHOULD EVER HAPPEN TO THE BELT--

I'VE STILL GOT MY OLD BLACK BELT TO RELY ON... AND TO HOLD UP MY SLACKS!

OOOPHFF!

KA-BLOF!!

UH, YEAH, FEMME... I MEAN, VAMP! NOW YOU WANNA SETTLE BACK 'N WATCH WHILE THE THIRD MEMBER OF OUR TEAM SHOWS HIS STUFF!

NOW JUST HOLD ON THERE A MINUTE, COLONEL FURY--

--'CAUSE I AIN'T SAID I'D JOIN UP WITH THIS POSSE OF YOURS FOR SURE YET! REMEMBER, I GOT OTHER OFFERS, TOO!

'COURSE, IF YOU WANT THE TEXAS TWISTER--

--TO SHOW THESE FANCY-PANTS EAS-TERN DUDES HOW WE BRAWL DOWN SOUTH, I'D BE HAPPY TO OBLIGE!

YOU KNOW SOMETHING, CAP? I THINK HOPALONG CASSIDY HERE JUST CHALLENGED US TO A FIGHT!

THEN LET'S GET IT OVER WITH FAST... BEFORE HE WHIPS OUT HIS GUITAR AND SINGS US "BACK IN THE SADDLE AGAIN!"

BUT THE SMILE SPREAD-ING ACROSS THE FALCON'S FACE IS THERE ONLY MO-MENTS, AS HE AND CAP REGRETFULLY LEARN--

-- JUST WHAT THIS TEXAS TWISTER CAN DO!

HE'S CREATED A WIND... OF HURRICANE FORCE!

TOO STRONG ...CAN'T EVEN STAND UP!

SHORE 'NUFF!

OKAY, TWISTER! THEY'RE IMPRESS-ED! NOW KEEP IT DOWN TO A BREEZE--

"--'CAUSE I WANT 'EM TO MEET THE LAST MEMBER OF SHIELD'S OWN LITTLE "FANTASTIC FOUR"...

PERHAPS YOU RECOG-NIZE ME--

--OR AT LEAST THE 1950'S SUPER-

--SHIELD PATTERNED ME AFTER...

MARVEL BOY!!

BZ-ZAK!

AND THE POWERS I RECEIVE COURTESY OF ANTHONY STARK'S CREW--

--ARE AS GOOD AS THOSE THE ORIGINAL MARVEL BOY ACQUIRED ON THE PLANET URANUS!

ALL RIGHT, SO WE ENJOYED YOUR TALENT SHOW, FURY! BUT WHAT'S ALL THIS HAVE TO DO WITH FALC AND ME?

STOP RIGHT THERE! ARE YOU IMPLYING--

EVERYTHING, AVENGER! SURE, THESE SUPER-AGENTS ARE GOOD--BUT THE GROUP AIN'T COMPLETE!

AIN'T IMPLYIN' NOTHIN' ...I'M TELLIN' YUH--

--THAT I WANT CAPTAIN AMERICA, "LIVIN' LEGEND OF THE BIG ONE," TO JOIN THE SUPER-AGENTS OF SHIELD!

SORRY, BUT THE FALSE FLATTERY IS OUT OF CHARACTER, NICK! WHATEVER YOU SAY, I'M TURNING DOWN THE OFFER!

WHAT-?!

LISTEN HERE, YUH LONG-TOOTHED, GRAY-HAIRED HAS-BEEN! THIS AIN'T NO KINDERGARTEN TEACHER WHO'S TALKIN' AT YOU--

--BUT THE DIRECTOR OF THE FREE WORLD'S TOP LAW ENFORCEMENT AGENCY!

NOW THAT'S MORE LIKE THE NICK FURY I'VE KNOWN SINCE THE WAR--

--BUT SORRY, THE ANSWER'S STILL "NO!" I'VE GOT ENOUGH ON MY MIND THESE DAYS--

--WITHOUT TAKING ON THE ADDED RESPONSIBILITIES OF TEAMING UP WITH FOUR INEXPERIENCED WOULD-BE SUPER HEROES!

WHY, YOU...

I SAID I AIN'T ASKIN', I'M TELLIN' YUH--

THEN AS WE USED TO SAY, FURY... "TELL IT TO THE MARINES!"

BECAUSE I'VE GOT MORE IMPORTANT THINGS TO DO THAN STAND AROUND HERE!

WHAT THE--?!

HEY, YOU GUYS GOT POWERS! SO USE 'EM... TO STOP CAPTAIN AMERICA.

ARE YOU GOING TO TRY ME FIRST, COWBOY?!

FALCON, KEEP OUT OF THIS! IT'S MY FIGHT, OKAY?!

WHUUUU!

TOOK ME OFF GUARD... BEFORE I HAD A CHANCE TO GET UP ANY WIND!

WHAT--?!
KA-ZAK!
MARVEL BOY ... BLASTING ME WITH HIS FORCE BEAMS!
HE'S POWERFUL! BETTER TAKE HIM OUT FAST!
WORNG!
NOT AS LONG AS I CAN DEFLECT YOUR SHIELD, AVENGER!
TERRIFIC, "MB!" YOU'VE DISTRACTED HIM--
"--LONG ENOUGH FOR THE VAMP TO DO HER ACT!!"
SPLAT!
HOW DO YOU LIKE IT, HE-MAN-- GETTING SMACKED WITH YOUR OWN STRENGTH!
ALWAYS SAID YOU HAD GREAT LEGS, VAMP! AND NOW THAT YOU'VE STUNNED OUR OVER-RATED FOE --
--IT'S TIME FOR A REAL HERO TO PUT CAPTAIN AMERICA UNDER WRAPS!
HE'S COMING FAST... GOT TO CLEAR MY HEAD BEFORE...
WHAM!
FAST, BUT NOT FAST ENOUGH! LOOKS LIKE MAYBE ALL YOU CAN DO--
--IS TALK A "BLUE STREAK!"
THUNDERASHUN!! WHY CAN'T THOSE THREE OWL-HOOTS STOP ONE MAN?
GUESS THE FINAL SHOWDOWN'S GONNA BE BETWEEN THIS COSTUMED YANKEE... AND THE TEXAS TWISTER!!

THUS FAR, THE SOUTHERN SUPERHERO HAS NOT REVEALED THE SOURCE OF HIS AMAZING POWER TO CAP AND COMPANY.

BUT AT THE MOMENT, CAPTAIN AMERICA IS NOT CONCERNED WITH ORIGIN STORIES!

IT TAXES ALL HIS STRENGTH JUST TO RESIST THE BUFFETING GALE--

--AND TO REACH OUT FOR A TORNADO-THROWN SHIELD!

GOT IT! NOW, TO KEEP BEHIND THE SHIELD--

--THE ONLY PLACE I CAN BREATHE IN THIS WIND--

--THEN FORCE MYSELF TO KEEP STANDING ...TO MOVE FORWARD...

SO WHEN WYATT EARP COMES FOR THE ROUNDUP--

YARRRGH!

KA-BLANG!

GOOD TRICK, CAP--BUT YOU'LL HAVE TO GO ONE BETTER--

--TO GET RID OF THE "DARLING" OF THE ROLLER DERBY!

WHA-- YOU AGAIN!

RIGHT OUT OF THE BLUE, SO TO SPEAK!

SAVE THE BOASTING FOR LATER, BLUE STREAK!

FOR NOW, JUST DROP HIM OVER HERE!

yiiiiiiii!!

YOU WANT SOMEBODY DROPPED, MARVEL BOY--?

--THEN ALLOW ME!!

WHUUU...

OOMFF!

SWI-

BLASH!

LEAVE IT TO YOU THREE TO BOTCH UP THIS ASSIGNMENT!

OH, NO... NOT AGAIN!

BUT WITH THE POWERS OF MY ABSORBO-BELT--

--I'LL... OOWWW!! MY HAND--

BLOING!

YOU MIGHT HAVE GAINED MY POWER, VAMP--

--BUT EVEN I'D HAVE HURT MY MY HAND, STRIKING MY SHIELD WITH SUCH FORCE!

SO THE CHICK'S OUT OF THE FIGHT FOR A FEW MINUTES! SO WHAT?! 'CAUSE NOW IT'S THE THREE MEN AGAINST--

STOP RIGHT THERE --ALL OF YOU!

THIS FIGHT HAS COME TO AN END, OKAY?

BUT--

LOOK, I'LL ADMIT I PRO-VOKED YOU FOUR, TO SEE JUST HOW GOOD YOU ARE! YOU'RE DARNED GOOD--

--BUT YOU STILL NEED PRACTICE FIGHTING AS A TEAM!

YEAH, CAP-- THEY'RE STILL FALLIN' ALL OVER EACH OTHER!

THAT'S WHY THEY NEED YOU!

WRONG AGAIN, NICK!

THEY DON'T NEED ME! THEY'RE GOOD ENOUGH ON THEIR OWN! WHAT THEY DO NEED IS A LEADER--

--AND I CAN'T THINK OF A BETTER LEADER THAN... THE FALCON!

WH-WHAT?! ME? BUT...

BESIDES, STEVE ROGERS AND I HAVE A LOST PAST TO REDISCOVER! LEAST FOR A WHILE, I WANT TO WORK ALONE!

GUESS WHEN YOU PUT IT THAT WAY, NICK--

WELL, FLY-BOY--CAP'S SPIEL MAKES SENSE TA ME! YOU IN?

--IT'S HARD FOR A FELLA TO REFUSE!

OKAY, LEADER MAN-- WELCOME ABOARD!

I THINK YOU MADE A WISE DECISION, FALC! GOOD LUCK!

UH, SAY, FALCON-- I MEAN, YOU AIN'T SORE?

YOU TOO, CAP!

WHAT? ABOUT BEING SECOND CHOICE?

HECK, NO! 'CAUSE COMPARED TO CAP--

"--EVERYBODY IN THE WORLD IS SECOND CHOICE!"

NOBODY SEEMS TO BE AROUND! AND THAT'S THE WAY IT SHOULD BE.

I'D HATE TO HAVE TO EXPLAIN WHAT CAPTAIN AMERICA IS DOING--

--SNEAKING OUT FROM UNDER A MANHOLE COVER!

IT'S FUNNY, ALMOST! MOST NEW YORKERS WOULDN'T EVEN SET FOOT IN THESE SLUM STREETS!

BUT I'D BE GLAD TO CALL EVEN THIS MY OLD NEIGHBORHOOD--

--IF ONLY I KNEW IT WAS!

GOD, HOW I WISH I KNEW!

EVEN AS CAP'S THOUGHTS WEIGH HEAVILY UPON HIM, HE IS NOT, IN TRUTH, "ALONE"...

WELL, VEDA, THERE HE GOES--TOTALLY OBLIVIOUS TO THE FACT--

--THAT THERE'S YET ANOTHER MEMBER OF OUR CORPORATION WORKING FOR SHIELD!

AND, IRONICALLY, IT'S ONE OF THOSE NEW SUPER-AGENTS!

I'M NOT CONCERNED WITH IRONY, VEDA-- BUT WITH THE DESTRUCTION OF SHIELD! TELL ME... WHAT'S YOUR OPINION ON CAPTAIN AMERICA--

COULD BE A RUSE, KLIGGER! THEN, MAYBE IT'S FOR REAL!

--AND THIS NEW OBSESSION OF HIS TO TRACE HIS ROOTS?

LET ME SHUT THIS SCREEN OFF... AND THINK A MINUTE!

CLIK!

HMMM... ALL RIGHT, MAYBE IT'S ALL A SET-UP TO TRAP US INTO EXPOSING OUR HAND!

THEN AGAIN, MAYBE THIS QUEST OF HIS IS LEGIT!

WHICHEVER WE'LL GO ALONG WITH IT... FIND OUT WHAT HE KNOWS--

--AND THEN WE'LL KILL CAPTAIN AMERICA! THINK YOU CAN HANDLE IT, VEDA?

OH, I CAN HANDLE IT ALL RIGHT, KLIGGER! AND I'LL DO IT PERSONALLY...

BUT ONLY IF YOU LET ME DO IT MY WAY, WITH NO QUESTIONS ASKED!

I WON'T ASK A THING!

--IT'S ME!!

GOOD! BECAUSE IF ANYONE'S GOT A RIGHT TO KILL CAPTAIN AMERICA--

...AND SO HOW COME YOU AIN'T WORKIN' OUT WITH THEM FOUR SUPER-AGENTS? SOMETHIN' BUGGIN' YOU?

IT'S CAP! I'M WORRIED ABOUT.

AWW, THAT OL' WARHORSE CAN TAKE CARE OF HIMSELF!

'SIDES, I SNEAKED A NEAT LITTLE TRACER INTO CAP'S SHIELD!

HE AIN'T GOIN' NOWHERE THAT WE DON'T KNOW ABOUT!

YOU SLY SON UV A GUN, I SHOULD'VE FIGURED SOMETHING LIKE THAT!

BUT THERE'S STILL SOMETHIN' ELSE I'M NOT TOO SURE OF, NICK!

THOSE SUPER-AGENTS HAVE POWERS THAT MAKE MINE SEEM LIKE NOTHIN'

STOW THAT KINDA TALK, FALC! YOU GOT EXPERIENCE... 'N GUTS! AND THEY NEED LEADERSHIP!

--HERE IS SOMEBODY ELSE TA KEEP YUH COMPANY!

AN' IF YER STILL AFRAID'A GETTIN' LONESOME AROUND THOSE FOUR--

REDWING! FURY, HOW THE H--?

DON'MENTION IT, HERO!

JUST GET THEM TAIL FEATHERS'A YOURS MOVIN'--

--'CAUSE YOU GOT A HELL OF A BIG JOB AHEAD'A YOU!

ALL RIGHT, YOU SUPER-AGENTS--THE COFFEE BREAK'S OVER! GET YOURSELVES INTO THE GYM AND GET READY FOR A WORKOUT!

WE GOT OURSELVES SOME TRAINING TO DO!!

SAY, I DIDN'T KNOW NICK FURY WAS BLACK?!

SOON, IN A MANHATTAN APARTMENT RENTED IN THE NAME OF ONE STEVE ROGERS...

...I TELL YOU NOTHING'S WRONG, SHARON! IT'S JUST THAT I'VE BEEN THINKING--

--THAT MAYBE WE SHOULDN'T SEE EACH OTHER FOR A WHILE!

NO, HONEY--THIS ISN'T GOOD-BYE! IT'S JUST THAT I'VE GOT SOME HEAVY THINGS TO WORK OUT--

--AND UNTIL THEN, I MIGHT NOT BE SO PLEASANT TO BE AROUND! TRUST ME.

Y-YES, BUT --IF ONLY YOU'D LET ME HELP YOU!

HOW I WISH YOU COULD, SHARON... YOU OF ALL PEOPLE!

BUT I'M AFRAID THIS IS ONE THING STEVE ROGERS IS GOING TO HAVE TO WORK OUT ALL BY HIMSELF!

CLICK!

MAYBE EVEN WITH-OUT THE HELP OF CAP-TAIN AMERICA.

FOR THE FIRST TIME, CAPTAIN AMERICA FEELS UNEASY AS HE SLIPS INTO HIS STEVE ROGERS IDENTITY--

SUDDENLY I FEEL LIKE A STRANGER!

MAYBE WHAT I NEED IS SOME FRESH AIR-- THAT IS, IF I CAN FIND ANY IN THIS CITY.!

HEY, WHAT'S GOING ON OUT-SIDE? SOUNDS LIKE A COMMO-TION OF SOME KIND!

GOOD GOD, IT'S SHARON!

NO, WAIT-- IT'S SOME OTHER WOMAN.!

LOOKS LIKE THIS IS ONE OF THOSE TIMES I WON'T HAVE A CHANCE TO CHANGE INTO UNIFORM--

NO MATTER, REALLY--

--FOR EVEN WITHOUT HIS SHIELD AND RED-WHITE-AND-BLUES--

--HE IS STILL CAP-TAIN AMERICA...

STILL... THE HERO!

PHUDD!

FOR THREE ARMED THUGS, THEY SURE GAVE UP EASILY! MAYBE I SHOULD CALL THE POLICE AND--

NO, FORGET THEM, CAP!

WHAT DID YOU CALL ME? MY NAME'S STEVE ROGERS!

I WAS LOOKING FOR YOU, STEVE--

I KNOW! JUST AS I KNOW YOU'RE REALLY CAPTAIN AMERICA!

--BECAUSE I KNOW HOW YOU'RE TRYING TO UNCOVER YOUR PAST! AND I JUST MIGHT HAVE THE INFORMATION.

THAT'LL START YOU OFF ON THE RIGHT TRACK!

HOLD IT! EVERYTHING'S HAPPENING TOO FAST... TOO PAT!

SURE SMACKS OF A TRAP! BUT THE WHOLE THING'S FASCINATING!

MAYBE I'D BETTER RIDE THIS OUT TO THE END, TILL I LEARN--

HEY!

... SO MAYBE IF I GO TO STEVE, FIND OUT WHAT'S BOTHERING HIM, I CAN HELP HIM--

STEVE!!

YOU REALLY BLEW IT, MS. CARTER! HERE, THE MAN YOU LOVE WAS TRYING TO LET YOU DOWN EASY--

--AND YOU WERE TOO BLIND, TOO STUPID TO FIGURE OUT THE TRUTH!

SHARON, WAIT--

LISTEN TO ME, STEVE...

I'M SORRY IF I EMBARRASSED YOU! BUT I'VE HAD THIS CRUSH ON YOU FOR A VERY LONG TIME!

IT'S ALL RIGHT... IN FACT, MAYBE IT'S FOR THE BEST!

IT LOOKS LIKE THE TWO OF US ARE GOING TO HAVE TO SIT DOWN AND HAVE OURSELVES A NICE PRIVATE TALK, MS...

JUST CALL ME VEDA, CAPTAIN AMERICA!

NEXT ISSUE

STEVE ROGERS' QUEST CONTINUES... "ONE DAY IN NEWFOUNDLAND!

CAPT. AMERICA ™

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AT LAST! THE SECRET OF CAP'S ORIGIN REVEALED!

BONUS! THE PEERLESS POWER OF IRON MAN!

AND THAT'S JUST FOR STARTERS!!

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ROY THOMAS, EDITOR

ONE DAY IN NEWFOUNDLAND!

I FEEL *SAFER* IN THIS NEIGHBORHOOD...NOW THAT YOU'VE SWITCHED TO YOUR *CAPTAIN AMERICA* IDENTITY!

WELL, VEDA, THERE WAS NO REASON *NOT* TO--

--ESPECIALLY AFTER YOU SAW *STEVE ROGERS* FIGHTING THOSE THUGS LIKE A *ONE-MAN ARMY*--

--AND THEN *ADDRESSED "STEVE" AS CAPTAIN AMERICA!**

ANYWAY, IF THOSE *NOISES* I JUST HEARD COMING FROM THAT *ALLEY* ARE WHAT I *THINK*--

--WE'RE IN FOR SOME *ACTION* THAT *CAP'S* BETTER *EQUIPPED* TO HANDLE!

*SEE LAST ISSUE --ROY.

MOMENTS LATER, CAP'S SUSPICIONS PROVE TRUE, AS FROM A SHADOWED ALLEYWAY...

TAKE THE BROAD ALIVE... BUT WASTE CAPTAIN AMERICA!!

BLAM! BANG!

VEDA, KEEP BEHIND THAT LAMP POST--

--WHILE I TRY TO MAKE THIS QUICK--

BLANG!

--AND MAYBE LEARN JUST WHAT THESE GOONS ARE AFTER!

DID YOU HIT HIM?! ONE OF YOU MUST HAVE--

BOFF!

TO ANSWER YOUR QUESTION...

THEY ALL MISSED!

AND JUST IN CASE YOUR AIM'S ANY BETTER--

--I'M TAKING YOU OUT FAST!

YIIIIIII--!

CAP'S PERIPHERAL VISION DETECTS THE GLINT OF METAL IN THE LIGHT OF THE STREET LAMP...

ONE! MORE!

THAT'S RIGHT, AVENGER! AND YOU AIN'T TAKIN' ME BY SURPRISE--

--LIKE YOU DID THOSE CLOWNS!

UNLESS YOU LEARN TO MOVE A LOT *FASTER*, ONE THING I *WON'T* NEED--

KRAM!

--IS *SURPRISE!!*

THAT WAS THE *LAST* OF THE GROUP! BUT IT'S *ODD*, THEIR ATTACKING VEDA *TWICE* TONIGHT!

THIS BUNCH MUST *REALLY* WANT HER, UNLESS...

UNLESS THIS WAS ALL A *SET-UP*, TO MAKE *ME* AN OPEN TARGET!

--*HOLD IT* RIGHT THERE, OR-- OH, IT'S *CAPTAIN AMERICA!*

WE CAME AS SOON AS WE HEARD THOSE *SHOTS*, CAP!

BUT LOOKS LIKE WE COULD'VE TAKEN OUR SWEET *TIME!*

UH, I SEE WHAT YOU MEAN! CAP SEEMS TO HAVE MANAGED OKAY BY *HIMSELF!*

NOTHING FOR *US* TO DO BUT TAKE THESE CREEPS BACK TO THE *STA--*

I'M AFRAID YOU'LL HAVE TO TURN THEM OVER TO *SHIELD*, OFFICER! THIS WHOLE THING STINKS OF *ESPIONAGE--*

--MAYBE CONNECTED WITH THE *"CORPOR-ATION"* NICK FURY TOLD ME ABOUT!

SHIELD, EH? THAT'S OKAY BY ME!

IT'LL SAVE ME SOME *PAPERWORK!*

NOW, BACK TO MY MYSTERIOUS *VEDA!* SHE MEETS STEVE ROGERS ON THE STREET AND TELLS HIM SHE KNOWS SOMETHING ABOUT HIS *LOST PAST!*

THEN SHE'S ATTACKED BY THOSE *SECRET AGENT* TYPES! IT'S ALL VERY *FISHY!* BUT MAYBE, JUST *MAYBE* SHE'S ON THE LEVEL!

YOU ALL RIGHT, VEDA?

JUST A LITTLE *SHAKY!* BUT OTHERWISE I'M OKAY, STEVE!

GOOD! THEN YOU AND I HAVE SOME THINGS TO *TALK OVER!* BUT NOT OUT *HERE!*

AND BY THE WAY, AS LONG AS I'M IN *UNIFORM--*

--*PLEASE* DON'T CALL ME *"STEVE"!*

ALL RIGHT, *CAP!* BUT WHERE ARE WE *GOING?*

TO THE *SAFEST PLACE* I KNOW OF IN NEW YORK CITY--

"--AVENGERS MANSION."

AND NOW FOR THE MAIN COURSE, WHICH I TRUST YOU AND YOUR LADY FRIEND WILL ENJOY!

IT SMELLS UTTERLY SCRUMPTIOUS, CAP! YOU AVENGERS CERTAINLY KNOW HOW TO LIVE!

THANK YOU, JARVIS!

AND NOW, JARVIS, THE LADY AND I'D LIKE TO BE ALONE!

INDEED, I UNDERSTAND! HOWEVER, IF YOU SHOULD CARE FOR DESSERT...

AS THE AVENGERS' BUTLER DEPARTS, VEDA'S EYES FOLLOW HIM...

WHILE HER FINGERS MECHANICALLY REACH FOR SOMETHING WITHIN HER COAT'S POCKET...

I TOLD YOU ON THE STREET THAT I HAD INFORMATION ABOUT YOUR PAST... AND HOW I KNEW THAT STEVE ROGERS IS REALLY CAPTAIN AMERICA!

LOOK AT THIS PHOTO!

IT'LL HELP EXPLAIN SOME THINGS!

GOOD LORD!! THIS WOMAN... I RECOGNIZE HER, EVEN AFTER ALL THESE YEARS... DECADES...

I THOUGHT YOU WOULDN'T HAVE FORGOTTEN, CAP!

FORGOTTEN?! HOW COULD I FORGET HER, ONE OF THE FIRST FACES I EVER REMEMBER EVEN SEEING IN MY LIFE--

--ON THAT FATEFUL DAY BACK IN '41...

"...FOR HERS WAS ONE OF THE FACES THAT OBSERVED--

"--AS A SCRAWNY 4F NAMED STEVE ROGERS HOPED TO SERVE HIS COUNTRY IN SOME OTHER WAY.

"AND SO, I BECAME A VOLUNTARY GUINEA PIG, DRANK THEIR EXPERIMENTAL SUPER-SOLDIER SERUM--

"--A PREVIOUSLY UNTRIED POTION THAT COULD VERY WELL HAVE KILLED THE ONE WHO TOOK IT...

"...BUT INSTEAD, HAD THE INTENDED EFFECT...

"...TRANSFORMING STEVE ROGERS INTO THE FIRST SO-CALLED SUPER-SOLDIER--

--CAPTAIN AMERICA!"

I NEVER LEARNED HER *REAL* NAME! THEY REFERRED TO HER AS *AGENT R!*

AGENT R WAS MY *MOTHER,* STEVE!

SHE WORKED IN COUNTER-ESPIONAGE FOR *TEN YEARS* AFTER THE WAR...BEFORE SHE *DIED!*

I'M... SORRY.

MOTHER ALWAYS SPOKE *HIGHLY* OF YOU,.. WROTE ABOUT YOU IN HER *DIARY!*

A *DIARY?!* THEN MAYBE--

THE DIARY HAS SINCE BEEN *LOST!* BUT I REMEMBER HOW, AS A CHILD, I'D *ADMIRED* YOU, THANKS TO MOTHER'S REMINISCENCES...

AND HOW, AS I GREW MORE *MATURE*, MY ADMIRATION EVOLVED INTO SOMETHING... *MORE!*

HI, CAP... SHARON! I WAS ON MY WAY DOWN TO THE *SUBMARINE DOCK* WHEN I HEARD YOUR *VOICES* AND--

SHARON?

WOOOPS! SEEMS AS IF I JUST PUT MY IRON *FOOT* IN MY *MOUTH SLOT!*

UH, MY *MISTAKE,* CAP!

HER NAME'S *VEDA,* IRON MAN, SHE'S MY *GUEST!*

HATED TO SEE CAP *SQUIRM* LIKE THAT! BUT SEEING HIM WITH AN ATTRACTIVE *BLONDE*, I AUTOMATICALLY THOUGHT--

BETTER NOT SAY ANY *MORE--*

--AND BE THANKFUL THIS *HELMET* HASN'T TURNED *RED* LIKE TONY STARK'S *FACE!*

"*BUT,*" THINKS IRON MAN, "*I ALWAYS THOUGHT SHARON CARTER WAS CAP'S LADY...*"

INDEED, SO DID THE WOMAN NOW PATTERING THROUGH THE HALLS OF *SHIELD COMPLEX...*

MAYBE STEVE HAD A *REASON* FOR HIS ACTIONS TONIGHT--

--A REASON HE WASN'T FREE TO *DISCUSS!*

OOPHF! HEY, WHY DON'TCHA *LOOK* WHERE YER--

OH, *AGENT 13... SHARON!*

IF YER LOOKIN' FOR YOUR STAR-SPANGLED *BOYFRIEND,* HE AIN'T HERE!

IT'S THE *FALCON* I'M LOOKING FOR, NICK!

THE *FALCON,* HUH? *HIM,* WE *GOT*-- IN THE *GYM!* BUT I AIN'T GOT TIME TA GO *WITH* YA.

I GOTTA QUESTION SOME CRUMB-BUMS THE *BOYS IN BLUE* JUST HAULED IT!

STEVE WAS SO ABRUPT WITH ME ON THE PHONE TONIGHT! HE SOUNDED SO *TENSE!*

NATURALLY, I ASSUMED IT WAS BECAUSE OF THIS...THIS *OBSESSION* TO LEARN ABOUT HIS *PAST!* *

BUT THEN I SAW HIM KISSING THAT *WOMAN!*

THE *FALCON* IS PROBABLY STEVE'S *CLOSEST* FRIEND! SO MAYBE HE TOLD *HIM* SOMETHING THAT--

*CA #215--RT.

*BUT AS THE PRESS OF A BUTTON SLIDES OPEN THE **DOOR** TO THE SOUNDPROOFED **GYMNASIUM**...*

FALCON--?

OMIGOSH!!

YOU CALL *THAT* AN ATTACK, *BLUE STREAK?* WHY I'VE RIDDEN *MULES* FASTER 'N THOSE *ROLLER SKATES* OF YOURS!

THAT SO?! SO HOW COME THE TEXAS TWISTER'S *HOT AIR* HASN'T--*YIIIIII!!*

KA-ZAK!

WHAT'S WRONG, BLUE-BOY? DID *MARVEL MAN* SINGE YOUR *TAIL FEATHERS!* NOW WATCH, AS THE *VAMP*--

OKAY, *TAKE FIVE*, YOU HEROES! WE'VE GOT *COMPANY!*

SHARON! YOU CAME JUST IN TIME TO SEE *SHIELD'S* NEW *SUPER-AGENTS* * WORKING OUT! THERE'S STILL A LOT OF *ROUGH EDGES*, BUT--

HEY, KID,.. YOU LOOK KIND OF *DOWN!*

I *AM.* CARE TO LISTEN?

AS SOCIAL WORKER *SAM WILSON*, I'M *TRAINED* TO LISTEN!

*INTRODUCED *LAST ISSUE*-- ROY.

SO YOU SAW CAP *KISSING* SOME STRANGE WOMAN AND THINK THIS WAS HIS WAY OF *BREAKING THINGS* OFF WITH YOU!

SORRY, SHAR--BUT I CAN'T *ACCEPT* THAT! IT'S *YOU* CAP LOVES, REGARDLESS OF WHAT YOU SAW! I *KNOW!*

I WISH I *COULD* BELIEVE YOU, FALCON, BUT...

WHILE AT THE SAME MOMENT, IN THE MANSION HEADQUARTERS OF THE AVENGERS...

YOU WANT TO INSPECT THE AVENGERS' SUBMARINE?

RIGHT, CAP! "STARK" THINKS IT COULD USE SOME NEW IMPROVE-MENTS--

--AND THOUGHT IF I CHECKED IT OUT, MAYBE--

FUNNY! WHEN HE MENTIONED THAT SUB, IT SEEMED TO TRIGGER OFF SOMETHING IN THE BACK OF MY MIND!

DON'T KNOW WHY, BUT IT COULD--

HUH?!

HEY, CAP--I DON'T THINK YOU HEARD A WORD I JUST SAID!

SORRY, IRON MAN! GUESS I WAS DAYDREAMING! BUT, IF YOU DON'T MIND, I'D LIKE TO TAG ALONG!

HOW ABOUT ME, CAP?

I'M AFRAID THE SUBMARINE DOCK IS OFF LIMITS, VEDA!

BUT YOU CAN MAKE YOURSELF AT HOME IN THIS PART OF THE HOUSE! ANY PROBLEMS, CALL JARVIS!

OKAY, IRON MAN! LET'S GO!

TAKE YOUR TIME, CAPTAIN AMERICA! I'VE WAITED THIS LONG--

--A LITTLE LONGER WON'T HURT!

IT IS AN UNUSUALLY SATURNINE CAPTAIN AMERICA THAT ACCOMPANIES THE ARMORED AVENGER TO THE MANSION'S LOWER LEVELS...

LOOK, CAP--YOU HAVEN'T SAID A WORD SINCE WE LEFT THE DINING ROOM!

I GUESS I HAVE BEEN ACTING RATHER PECULIARLY, HAVEN'T I?

CAP--I'M A SUPER-HERO, NOT A THERAPIST! BUT IF THERE'S SOMETHING YOU WANT TO GET OFF YOUR CHEST...

NODDING WITH A FORCED SMILE, CAP DOESN'T VERBALLY REPLY, UNTIL HE AND IRON MAN REACH...

...THE SUB, WHERE I AWOKE AFTER TWO DECADES OF SUSPENDED ANIMATION!

SOMEHOW, I FELT THAT IF I CAME BACK TO THE SUB--

I MIGHT FIND SOME CLUE TO MY PAST!

PRESENTLY, INSIDE THE SUBMARINE...

ALL RIGHT, YOU MIGHT AS WELL START YOUR DETECTIVE WORK DOWN HERE!

MEANWHILE, I'VE GOT MY OWN JOB TO DO!

NOT REALLY KNOWING WHERE TO BEGIN, CAP ASSAYS THE PREMISES, UNTIL SOMETHING CAPTURES HIS ATTENTION...

THIS REEL OF RECORDING TAPE...

I'D FORGOTTEN HOW THE ORIGINAL AVENGERS OFTEN TAPED WHAT THEY TALKED ABOUT FOR FUTURE REFERENCE!

AND THIS PARTICULAR TAPE CHRONICLES WHAT WAS SAID... WHEN CAPTAIN AMERICA RETURNED TO "LIFE!"

WELL, COULD BE A BLIND ALLEY! ON THE OTHER HAND...

NEVER BEFORE HAS CAPTAIN AMERICA LISTENED SO INTENTLY, HIS MIND ANALYZING EVERY RECORDED WORD...

STOP ALL ENGINES! WE'VE SIGHTED SOMETHING!

WHILE HIS IMAGINATION VISUALIZES A FROZEN FIGURE, DRIFTING THROUGH ICY NORTHERN WATERS...

"HAVE WE FOUND THE SUB-MARINER AT LAST?"

"I'VE GOT HIM!

"BUT--IT ISN'T NAMOR--!"

THERE'S A COSTUME OF SOME SORT BENEATH HIS TATTERED CLOTHES!!

DON'T YOU RECOGNIZE IT?

IT'S THE FAMOUS RED-WHITE-AND-BLUE GARB OF--CAPTAIN AMERICA!*

THE WASP IS RIGHT!

'TIS MOST WONDROUSLY STRANGE!

*AS RECORDED IN CA #100 AND THE HISTORIC AVENGERS #4--RT.

ONCE AGAIN, CAP RELIVES HIS REVIVAL ABOARD THE AVENGER'S SUBMARINE...

HOW STRANGE, HEARING ME SPEAK THOSE WORDS AFTER ALL THESE YEARS!

...I STRUCK THE WATERS OFF NEWFOUNDLAND, AND PLUMMETED LIKE A--

WAIT A MINUTE!!

SOMETHING WRONG, CAP? YOU SOUNDED LIKE YOU JUST STRUCK OIL!

MAYBE I HAVE! SOMETHING I SAID ON THAT TAPE... ABOUT BEING IN THE WATERS OFF NEWFOUNDLAND...*

DID YOU REALLY SAY "NEWFOUNDLAND," CAP? IT'S BEEN SO LONG, I CAN'T REMEMBER!

AND I DON'T THINK I EVER LISTENED TO THOSE TAPES!

UH, SAY, FRIEND... IF YOU WOULDN'T MIND DOING ME A FAVOR...

*IF YOU DON'T BELIEVE US, CHECK AVENGERS #4 --ROY.

SOON, AS THE STARK-DESIGNED AIRCRAFT ROARS ON A NORTH-EASTERLY COURSE...

BELIEVE ME, IRON MAN... I REALLY APPRECIATE THIS!

FORGET IT, CAP! BESIDES, THAT MENTION OF NEWFOUNDLAND IS RATHER INTRIGUING!

I GUESS WE WERE ALL SO CONCERNED WITH CAPTAIN AMERICA COMING BACK TO LIFE THAT DAY--

--THAT NONE OF US EVER EVEN NOTICED THE INCONSISTENCY!

"OKAY, CAP, YOU'RE ON YOUR OWN," SAYS IRON MAN, "BUT IF YOU NEED ANY HELP... REMEMBER, YOU'VE GOT FRIENDS!"

I APPRECIATE THE OFFER, SHELLHEAD... BUT THIS IS ONE MYSTERY I SOLVE ALONE!

LOWERED GENTLY BY THE INFLATED DESCENT-BAGS, CAP PERUSES THE NEWFOUNDLAND COUNTRYSIDE...

NO ONE SEEMS TO HAVE SEEN ME YET!

BUT SOONER OR LATER, SOMEBODY'LL WANT TO KNOW WHAT CAPTAIN AMERICA IS DOING IN CANADA'S TENTH PROVINCE!

AND SINCE I DON'T REALLY HAVE AN ANSWER FOR THAT QUESTION--

--I BETTER MAKE MY FIRST APPEARANCE--

--AS AMERICAN "TOURIST" STEVE ROGERS!

NEARLY A DAY PASSES, WITH STEVE ROGERS LEISURELY WANDERING THE ISLAND'S STREETS--

--AND KNOWING AS MUCH NOW AS HE DID WHEN HE BEGAN...

I DON'T RECOGNIZE ANYTHING, BUT SOMEHOW... IT "FEELS" FAMILIAR!

I'D LIKE TO THINK I WAS HERE BEFORE... AND THAT THE EXPERIENCE WAS SOMEHOW ERASED FROM MY MEMORY!

YEAH, THAT'D EXPLAIN SO MANY THINGS...

...LIKE FOR INSTANCE, SOMETHING THAT'S BEEN BOTHERING ME FOR YEARS! I FELL OFF THAT DRONE PLANE AND PLUNGED INTO THE ENGLISH CHANNEL...

AND YET, WHEN THE AVENGERS PICKED ME UP, I WAS FROZEN WAY UP IN THE NORTH SEA!

SOMEHOW, FLOATING FROM ENGLAND SO FAR NORTH NEVER RANG TRUE WITH ME!

AND JUST WHAT PUT ME INTO SUSPENDED ANIMATION?

MAYBE SOMETHING DID HAPPEN HERE...

...BETWEEN THE INCIDENT WITH THE DRONE PLANE AND MY BEING FOUND BY THE AVENGERS! THEN AGAIN, MY MENTIONING NEWFOUNDLAND..

--MIGHT JUST HAVE BEEN MEANINGLESS RAVING!

WHATEVER THE ANSWERS, THEY ARE STILL UNKNOWN TO STEVE ROGERS--

RED LOBSTER INN

--EVEN AS THE CANADIAN SKY BLACKENS...

THERE'S SO MUCH ABOUT MY PAST I CAN'T REMEMBER... SO MUCH I MIGHT NEVER KNOW!

AND SOMEHOW I FORGOT ABOUT SUPPER!

THE ISLAND IS REKNOWNED FOR ITS SEAFOOD, YET, THE AMERICAN'S THOUGHTS ARE NOT UPON HIS DINNER...

THERE'S SO MUCH ABOUT MY PAST I CAN'T REMEMBER... SO MUCH I MIGHT NEVER KNOW!

BUT "NEWFOUNDLAND" COULD BE A CLUE! AND ON THE CHANCE THAT IT IS--

--I CAN'T AFFORD NOT SEEING THIS WHOLE THING THROUGH!

EVEN AS HE CONTEMPLATES, STEVE'S VISION WANDERS... HIS EYES CASUALLY FOCUSING ON...

...SOMETHING GOING ON OUT THERE!

GOOD LORD--!!

SEA FOO

MEN IN STRANGE UNIFORMS... CARRYING BOXES... OBVIOUSLY HEAVY BOXES!

AND I'VE SEEN DIFFERENT COLORS-- BUT VERY SIMILAR UNIFORMS BEFORE--

--ON THAT BUNCH OF MEATHEADS I FOUGHT LAST NIGHT IN NEW YORK!

MAYBE THERE'S A CONNECTION, MAYBE THERE'S NOT--

--BUT I INTEND TO FIND OUT!

SO NOW WE'VE GOT MYSTERIOUS CHARACTERS SKULKING THROUGH THE STREETS OF NEWFOUNDLAND OF ALL PLACES...

"CURIOUSER AND CURIOUSER," AS SOMEONE ONCE SAID!

MAYBE THIS PROVINCE HAS NOTHING TO DO WITH STEVE ROGERS' PAST!

BUT ONE THING'S CERTAIN! I'M INTERESTED...

AND SINCE THOSE GUYS IN THE UNIFORMS DIDN'T EXACTLY LOOK LIKE YOUR TYPICAL CANADIAN FISHERMEN--

--I'D BETTER BE PREPARED TO FACE THEM... IN A UNIFORM OF MY OWN!

AND THOUGH NO ONE IS THERE TO SEE, THE STREETLAMPS SUDDENLY ILLUMINE A MAJESTIC RED, WHITE AND BLUE!

THE STREETS IN THIS SECTION OF TOWN ARE VIRTUALLY DESERTED AT NIGHT--

--PERMITTING THE STAR-SPANGLED AVENGER TO STALK HIS PREY UNNOTICED...

SO THE DOCKS IS AS FAR AS WE GO, EH?

AND NOW THEY'RE TAKING WHATEVER'S IN THOSE BOXES THROUGH A TRAP-DOOR IN THE PIER!

OKAY, STEVE... GUESS THAT'S YOUR CUE.

HE WAITS ONLY UNTIL THE LAST OF THE MEN HAS VANISHED BENEATH THE PIER. THEN...

DON'T KNOW WHAT I'M GETTING INTO--

--BUT THERE'S ONLY ONE WAY TO FIND OUT!

WHOA! SURE HOPE NOBODY DOWN THERE HEARD ME OPEN THIS DOOR!

CRE-EK...

WELL, WHAT HAVE WE HERE?

FIRST PIER I EVER SAW THAT LOOKED LIKE THE HOLLAND TUNNEL UNDERNEATH!

HE MOVES SILENTLY THROUGH THE DANK-SMELLING TUNNELS, FOLLOWING THE SOUNDS OF VOICES...

CAN'T YOU MOVE A LITTLE FASTER WITH THAT?

BE SERIOUS, WILL YOU? THIS BOX IS HEAVY!

AND WE DON'T GET PAID EXTRA FOR BREAKING ANY SPEED RECORDS!

SO FAR, SO GOOD!

NOW IF I CAN JUST FIND OUT WHAT'S GOING ON DOWN HERE BEFORE I'M--

HEY, OVER THERE, IT'S HIM!!

WELL, I CAN SCRAP THAT IDEA!

LOOKS LIKE I'VE LITTLE CHOICE NOW--

--BUT TO FIGHT!!

OKAY, MEN--WE GOT OUR ORDERS! LET'S TAKE HIM!

YEAH, BUT HOW CAN WE BE SURE--

--THAT IT'S REALLY CAPTAIN AMERICA?!

KA-BLONG!

CON-VINCED?!

BAH!! ANYONE CAN PUT ON A COSTUME AND STOP ONE MAN WITH A METAL SHIELD!

THEN IF IT'S NOT HIM, HE WON'T HAVE A CHANCE AGAINST ALL OF US!

THIS GETS CRAZIER BY THE MOMENT! I ALMOST GET THE FEELING THESE LUNATICS ARE TESTING ME--

BUT THOSE WEAPONS OF THEIRS ARE REAL--

--AND THEY'RE COMING AT ME FOR THE KILL!

ALL RIGHT, THEN--

--SINCE YOU OBVIOUSLY WANT TO SEE CAPTAIN AMERICA IN ACTION--

--BE MY GUEST!!

YAARRRG!!

KRAM!

EVERYTIME I FACE ODDS LIKE *THESE*, I WISH I STILL HAD MY *SUPER-STRENGTH!*

BUT THE EFFECTS OF THE *VIPER'S* INJECTION * EVENTUALLY *WORE OFF* AND--

*OH, OH! HERE COMES ANOTHER--

* SEE *CAPTAIN AMERICA* #157--RT.

--*ONE!!*

SKUNG!

WHEW! THAT WAS A CLOSE ONE!

BUT NOW THAT I *THINK* OF IT, I MANAGED TO GET THROUGH *WORLD WAR II*--

--*WITHOUT* BEING AS STRONG AS *IRON MAN* OR THE *HULK!*

BLAF!

GUESS I CAN SURVIVE A *FEW* MORE YEARS *AS IS!*

NOW, THERE SHOULD BE JUST *ONE MORE* OF THESE-- *WHOOOAA!!*

TURNING HIS HEAD, CAP SEES THE DEADLY-BLADED MISSILE...

KRA-CA-LIK!!

AND IF NOT FOR THE SPEED IMPARTED TO HIM BY THE SUPER SOLDIER CHEMICALS--

--CAPTAIN AMERICA WOULD NOW BE CLEAVED IN TWO!

ALL RIGHT, SO YOU *PROVED* YOU'RE THE GENUINE ARTICLE! NO *ORDINARY* MAN COULD'VE MOVED THAT *FAST*--

--OR DONE WHAT *YOU* JUST DID TO MY *COM-RADES!*

BUT NOW IT'S JUST THE *TWO* OF US, CAPTAIN AMERICA!

THOSE *SPIKED KNUCKLES* COULD RIP ME *APART!*

BETTER NOT GIVE THEM THE *CHANCE!*

I AM THE BIGGEST, *STRONGEST* MAN IN ALL THIS PROVINCE, AND NOT EVEN *YOU*--

--CAN SURVIVE AGAINST ME FOR *LONG!*

AND JUDGING BY WHAT YOU JUST DID TO THAT PIECE OF *WALL*--

--YOU *COULD BE RIGHT!*

SO LET'S NOT WASTE ANY MORE TIME IN *TRYING TO FIND OUT*, OKAY?!

KA-

-BLAM!

HA! IF *THAT* IS THE BEST YOU CAN--

...THE BEST YOU CAN... UH... *HIT* ME... WITH...

...THEN... I'M... GOING TO...

... TO...

WHUMP!

BRAVO, CAPTAIN AMERICA! THAT WAS TRULY AN *ADMIRABLE DEMONSTRATION!*

INDEED, IT WAS A MOST *DRAMATIC* WAY OF PROVING YOUR *IDENTITY*--

--AND ASSURING ME THAT MY *LONG WAIT* HAS NOT BEEN IN *VAIN!*

WHAT?! THAT *VOICE*--

I'M *FLATTERED*, CAPTAIN AMERICA, THAT YOU STILL *RECALL* IT!

HOW COULD I *FORGET*--A VOICE THAT ALWAYS SOUNDED TO ME LIKE SOME WEIRD COMBINATION OF *ERWIN ROMMEL* AND *BORIS KARLOFF*?!

INTERESTING! YOU SAID THAT WHEN WE *FIRST* MET... THAT DAY IN *1944*! I REMEMBER BEING *PLEASED* BY YOUR REMARK!

BUT THAT WAS A LONG TIME AGO, CAPTAIN! AND THINGS HAVE *CHANGED*!

LIKE *HOW*? BACK THEN YOU WERE A *NAZI SPY* NAMED *LYLE DEKKER*!

THE NAME IS STILL THE SAME, CAPTAIN AMERICA... BUT NOW MY MEN CALL ME *GENERAL DEKKER*!

I BELIEVE YOU AND SOME OF MY SOLDIERS HAVE ALREADY *MET*!

GET TO THE *POINT*, DEKKER! WHAT'S THIS SET-UP ALL ABOUT?!

THOSE *HENCHMEN* OF YOURS SEEMED TO HAVE BEEN *EXPECTING* ME!

INDEED THEY *HAD*, OLD FRIEND! IN FACT, I HAVE BEEN WAITING FOR YOU TO *RETURN* HERE--

--FOR OVER *THREE DECADES*! AS I PREDICTED, YOU FINALLY *HAVE*!

WHAT DO YOU MEAN, "*RETURN*"?

SIMPLE! YOU SEE YOU'VE *BEEN* HERE BEFORE--

--EVEN THOUGH THE *EX-PLOSION* APPARENTLY DIMMED YOUR *MEMORY*!

EXPLOSION?

PATIENCE, CAPTAIN! IF *I* COULD WAIT ALL THESE YEARS FOR *YOU*, SURELY YOU CAN WAIT A FEW MOMENTS *LONGER*!

BUT I KNEW THAT, EVEN *WITHOUT* A TOTAL RECOLLECTION OF WHAT HAPPENED HERE, A MAN OF *YOUR* CAPABILITIES WOULD FIND HIS WAY *BACK*!

*HIS HEART POUNDING, CAPTAIN AMERICA REMAINS **SPEECHLESS** AS LYLE DEKKER PUSHES OPEN THE POLISHED **DOOR**...*

YOU SEE, THERE WAS NO *RUSH* IN YOUR RETURNING TO NEWFOUNDLAND, MY FRIEND! BECAUSE EVEN THOUGH THE *YEARS* HAVE BEEN KINDER TO *YOU* THAN TO *ME*--

OH, MY GOD,

--I *NEEDED* ALL THAT TIME TO *DESIGN*... TO *BUILD*... TO *PERFECT*--

--THIS, MY MOST FABULOUS CREATION.!!

WELL, CAPTAIN AMERICA, TELL ME WHAT YOU *THINK*! THE 3.5 METERS *HEIGHT* NOTWITHSTANDING--

NEARLY A FULL MINUTE WILL PASS BEFORE CAP CAN ANSWER.

NEXT ISSUE: THE CLIFFHANGERS LIVE AGAIN, AS THE SCREEN ERUPTS WITH 12 ACTION-PACKED EPISODES...

"THE ADVENTURES OF CAPT. AMERICA!"

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CONTINUING: THE SEARCH FOR STEVE ROGERS!

THIS MOVIE ABOUT CAPTAIN AMERICA SHALL NOT BE MADE!

SO SAYS THE CORPORATION!

IT WILL BE MADE--WHILE THE REAL CAPTAIN AMERICA LIVES!

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The ADVENTURES OF CAPTAIN AMERICA

IN AN ATTEMPT TO LEARN SOMETHING OF HIS **PAST,** CAPTAIN AMERICA HAS COME TO THIS **LABORATORY--**

--DISCREETLY HIDDEN BENEATH THE NIGHT-QUIET STREETS OF **NEWFOUNDLAND...**

COME, **COME** NOW, CAPTAIN AMERICA! SURELY YOU MUST HAVE **SOMETHING** TO SAY!

OR ARE YOU STILL **STUNNED** BY THE FACT THAT **GENERAL LYLE DEKKER** COULD CREATE SUCH A WONDER?

I KNEW DEKKER BACK DURING THE **WAR...** WHEN HE WAS A **NAZI SPY!** BUT WHY WOULD HE BUILD A TWELVE-FOOT TALL FIGURE OF **ME?!!**

ALL RIGHT, DEKKER! I ASSUME THOSE **BOXES** I SAW YOUR MEN CARRYING CONTAINED **LAB EQUIPMENT!**

A **BRILLIANT** DEDUCTION!

BUT WHAT'S THIS SET-UP ALL **ABOUT?** AND WHAT DID YOU MEAN WHEN YOU SAID--

--YOU'D BEEN **WAITING** FOR ME TO **"RETURN"?***

YOU'LL KNOW **EVERYTHING** OLD FRIEND... IN **DUE** TIME!

*LAST ISSUE--ROY

BUT FIRST, IT'S TIME FOR **NOSTALGIA** OF SORTS, AS WE **REMINISCE** ABOUT THAT **FIRST** TIME WE MET!

DO YOU **REMEMBER** THAT DAY IN **1944?**

DO I? HOW COULD I EVER **FORGET?!**

"IT HAD BEGUN LIKE SO MANY **OTHER** DAYS," THINKS CAPTAIN AMERICA, "FOR PVT. **STEVE ROGERS** AND MASCOT **BUCKY BARNES**...

ROGERS!!

TELL ME, MR. BARNES! IS THAT WHO I *THINK* IT IS?

DON'T KNOW! I'M AFRAID TO **LOOK!**

WHAT'S THE **MATTER** WITH YOU GOLDBRICKS?! YA **DEEF** OR SOMETH-- **HEEEYYY!!**

OOOPS! UH, **SORRY,** SGT. DUFFY!

WHO ORDERED ALL THESE **POTATOES** TO BE PILED UP HERE?

UH, **YOU** DID, SARGE!

SHADDUP! OR I'LL MAKE SURE THERE'S **TWICE** AS MANY HERE FOR YOU TO PEEL WHEN YOU GET **BACK!**

BACK, SARGE? FROM **WHERE,** SARGE?

FROM YOUR TWO WEEK'S **FURLOUGH,** THAT'S FROM WHERE! AND DON'T ASK **WHY--**

--'CAUSE THE TOP BRASS DON'T TELL ME **NOTHIN'!** NOW GET THEM CARCASSES **MOVIN'!**

I JUST DON'T **GET** IT! ME, A LIFER, STUCK HERE AT **FORT LEHIGH** ALL **MONTH!** AND A COUPLE OF YOYOS LIKE **YOU** GET A **VACATION!**

IT AIN'T **FAIR,** DUFFY! IT JUST **AIN'T FAIR!**

"OUR PASS BEGAN **EXACTLY** THE DAY THAT CAPTAIN AMERICA AND BUCKY WERE TO BEGIN A NEW ASSIGNMENT FROM **F.D.R.** HIMSELF.

"I OFTEN **WONDERED** ABOUT THOSE 'COINCIDENCES'...

"EVEN AS OUR PLANE DESCENDED OVER **HOLLYWOOD, CALIFORNIA...**

THERE'S **DEMOCRACY PICTURES,** BUCKY! **EXCITED?!**

AM I?!! WHEN I THINK OF ALL THOSE **SATURDAY AFTERNOONS** I SPENT WATCHING ALL THEIR **COWBOY** PICTURES AND **SERIALS...**

...OF COURSE, I WAS JUST A **KID** THEN!

WELL, THEN, IS THE **OLD WAR VET** READY TO **BAIL OUT?**

"WE'D DECIDED TO MAKE OUR **ENTRANCE** TO THE MOVIE STUDIO IN THE **FASTEST** WAY POSSIBLE...

HOLLYWOOD, HERE WE COME! WAHOO!

"OUR ASSIGNMENT: INVESTIGATE POSSIBLE **AXIS SABOTAGE--**

"--DURING THE PRODUCTION OF DEMOCRACY'S LATEST PATRIOTIC **MOVIE SERIAL.**

"I'VE GOT TO ADMIT THE TITLE HAD **SPECIAL** MEANING TO **ME...**

"**...'THE ADVENTURES OF CAPTAIN AMERICA'--**

"--FILMED IN TWELVE 'ACTION-PACKED' EPISODES.

DEMOCRACY

HEY, CAP! THIS OLD STREET LOOKS **FAMILIAR!**

IT **SHOULD!** IT MUST'VE BEEN USED IN A HUNDRED OR SO WESTERN MOVIES ALREADY WHEN **I** WAS A KID!

BUT WE'LL DO OUR SIGHT-SEEING **LATER!**

RIGHT NOW WE'VE GOT TO FIND THE SET WHERE THEY'RE SHOOTING--

CAP, YOU **HEAR** THAT?!

"IT **COULD** HAVE BEEN ONE OF CALIFORNIA'S MANY **EARTH TREMORS...** BUT IT **WASN'T.**

GOOD LORD!!

C'MON, PARDNERS! WE'LL CHASE THEM VARMINTS ALL THE WAY TO PECOS IF WE GOTTA AND--

--HEY!? WHAT'RE THEY DOIN' HERE?!

DUNNO! I THOUGHT THEY WAS SHOOTIN' THE CAPTAIN AMERICA SHOW ACROSS THE LOT!

BLAM!

BANG!

HEY, YOU TWO! GIT OUT OF THE WAY!!

WITH ALL THAT SHOOTING, THE HORSES ARE TOO SPOOKED TO STOP IN TIME!

THEN I GUESS WE DO LIKE THE COWBOY SAID...

...WE GIT!

WHOA, THERE, SIX-GUN! HEY, SORRY IF WE SCARED YOU TWO!

I WAS JUST PUTTIN' THESE MEN THROUGH A REHEARSAL!

WE START SHOOTIN' "TRIGGER TROUBADOUR" AT TOMORROW SUN-UP! BUT WHAT ARE YOU DOIN' ON THIS SIDE OF THE LOT?

CAP! THAT WHITE HORSE! AND THAT VOICE! IT'S GOT TO BE HIM!!

WOW!

YES, IT REALLY IS, CAP! RIGHT THERE IN PERSON--

--SUNDOWN DAWSON, THE SINGING COWBOY, AND HIS WONDER HORSE, SIX-GUN!!

I JUST REALIZED IT! YOU AREN'T ACTORS IN THE "CAP" SERIAL!

YOU'RE THE REAL McCOYS!

I NEVER FIGGERED ON MEETIN' A COUPLE OF CELEBRITIES LIKE YOU TWO!

YOU MEAN, TO YOU-- WE'RE CELEB-RITIES?!

BETTER BELIEVE IT, SON! LISTEN, I FIGURE YOU TWO ARE HERE TO SEE THE "CAP" SHOW BEING SHOT, RIGHT?!

THAT'S RIGHT, SUNDOWN!

IT'S A LONG WALK, BUT I CAN GIVE ONE OF YOU A LIFT!

YOU SEE, SIX-GUN IS GENTLE AS A LAMB!

FACT IS, HE'S THE SMARTEST HORSE IN ALL THE WORLD!

YOU DON'T HAVE TO TELL ME, SUNDOWN!

YES, BUCKY USED TO BE A BIG FAN OF YOURS, SUNDOWN--

--BACK WHEN HE WAS A KID!

KA-BLOW!

NOW THAT'S WHAT I CALL AN EXPLOSION, CAP!

I NEVER EVEN GUESSED THAT ALL THOSE GREAT CAR CRASHES AND BLOW-UPS WERE DONE IN MINIATURE, MR. DEKKER!

YOU FLATTER ME WITH SUCH A COMPLIMENT, YOUNG MAN!

"IT WAS MY FIRST MEETING WITH LYLE DEKKER... DEMOCRACY'S CONTRACT SPECIAL EFFECTS WIZARD...

...AND THE EXPLOSIVE IS IGNITED BY REMOTE CONTROL WITH A DE-VICE CALLED A SQUIB!

"I SUPPOSE WE COULD HAVE LISTENED TO HIM ALL DAY--

"--BUT WE'D ALREADY WASTED ENOUGH TIME IN GETTING TO--

THE "CAP" SERIAL SOUNDSTAGE IS RIGHT OVER THERE! JUST WALK ON IN, UNLESS THE RED LIGHT'S ON!

SIX GUN SHOOTOUT

I'LL SEE YOU HEROES LATER ON! I GOTTA GET BACK TO REHEARSAL!

"THE RED LIGHT WASN'T ON, WHICH MEANT THE CAMERAS WEREN'T ROLLING. SO WE ENTERED THE BUILDING--

--NOT AT FIRST CERTAIN IF WE WERE ON A MOVIE SET OR IN AN OLD WAREHOUSE...

ACME

ACME

IT'S CAPTAIN AMERICA ... THE REAL ONE!

WELCOME TO HOLLYWOOD, GENTLEMEN!

I'M WHIT SPEN-CER--

--THE DIRECTOR ON "THE ADVEN-TURES OF CAPTAIN AMERICA!"

YOU'RE JUST IN TIME TO SEE US SHOOT THE CLIMAX OF CHAPTER FOUR, "HUMAN TARGETS!"

BUT FIRST--

--LET ME INTRODUCE YOU TO YOUR CELLULOID COUNTERPART! CAPTAIN AMERICA, MEET "CAPTAIN AMERICA"--

IT'S A REAL HONOR, CAP... BUCKY!

--PLAYED HERE BY GLENN REEPER, ONE OF THE BEST STUNT ACES IN THE BUSINESS!

WELL, GENTLEMEN, WHAT DO YOU THINK?

Uh... NO OFFENSE, BUT THE UNIFORM ISN'T ABSOLUTELY AUTHENTIC! IN FACT, I DON'T SEE ANY RED IN IT ANYWHERE!

AND I CAN'T SAY I'M TOO HAPPY ABOUT THAT GUN HE'S WEARING!

THERE'S SOMETHING ELSE THAT DOESN'T MAKE ME TOO HAPPY, CAP!

WHERE'S MY "CELLULOID COUNTERPART"?

PETTY DETAILS! NO ONE WILL KNOW ABOUT THE RED IN A BLACK AND WHITE FILM!

THE LITTLE WINGS, THE GAUNTLETS, AND PIRATE BOOTS WOULD ONLY GET IN THE STUNTMAN'S WAY!

SAME GOES FOR THE SHIELD! BESIDES, WE'VE GOT THESE SERIALS DOWN TO A FORMULA--

--AND THAT FORMULA INCLUDES LOTS OF GUN BATTLE!

AS FOR BUCKY, HE WAS WRITTEN OUT OF THE STORY WHEN THE ONLY STUNT-MAN SHORT ENOUGH TO DOUBLE HIM--

--RECENTLY MET WITH AN UNFORTUNATE ACCIDENT!

ONE OF THE PRODUCTION'S MANY "MYSTERIOUS ACCIDENTS," EH? WELL, MAYBE THERE WON'T BE ANY MORE OF THEM--

--NOW THAT THE REAL CAP AND BUCKY ARE HERE!

ALL RIGHT, QUIET, EVERYONE!

IN THIS SCENE, THE POLICE COMMISSIONER, IN THE GUISE OF CAPTAIN AMERICA, HAS TRAILED THE HEAVIES TO THE ACME WAREHOUSE!

"INVENTING A SECRET IDENTITY FOR ME WAS ONE CHANGE I COULDN'T COMPLAIN ABOUT!...

ALL RIGHT, ACTION!

ACME

BANG!

BLAM!

IT'S CAPTAIN AMERICA!!

OKAY, DUNCAN! MOVE ALONG THE CATWALK AND TURN ON THE *AUTOMATIC MACHINE GUN!*

"ACCORDING TO THE *SCRIPT,* THE CHAPTER WOULD COME TO AN EAR-SHATTERING *END--*

BRR AT-A-TAT!

"--WITH 'CAP' APPARENTLY *KILLED* WHILE THE *WORDS* FLASHED UPON THE SCREEN...

UGHNN!!

...CONTINUED *NEXT WEEK!*

"AND NEXT WEEK, VIEWERS WOULD LEARN HOW 'CAP' MIRACULOUSLY *SURVIVED.* BUT *BUCKY* AND I COULDN'T *WAIT* THAT LONG...

HEY, WHAT ARE YOU D-- CUT! *CUT!*

RAT-A-TAT!

ZING!

PING!

REEPER'S BEEN *HIT!* THOSE BULLETS ARE *REAL!* LET'S *MOVE,* BUCKY!

TAKE CARE OF THAT *MACHINE GUN,* CAP... WHILE I DRAG GLENN REEPER OUT OF THE RANGE OF *FIRE!*

ACME

I ONLY HOPE HE'S STILL *ALIVE!* HE'S NOT *MOVING* ...AND HE'S BLEEDING *BAD!*

THAT MACHINE GUN IS SHOOTING *WILD,* FIRING IN *EVERY DIRECTION!*

BL-ZING!

RAT-TAT!

A DOZEN PEOPLE COULD GET HIT BEFORE THEY'D REACH THE *EXIT DOOR--*

--SO I'D BEST TACKLE THIS PROBLEM WHERE IT'LL DO THE MOST GOOD--

--AT ITS SOURCE!!

KRA-

KA-

-TIK!

HE'LL LIVE, CAP! I GUESS HE WASN'T HIT AS BAD AS I THOUGHT! THE SHOCK MUST HAVE KNOCKED HIM COLD!

THANK GOD!!

OOHHH, MY SHOULDER...

WHAT DO YOU MEAN YOU DON'T KNOW HOW LIVE AMMUNITION GOT INTO THAT MACHINE GUN?!!

Y-YES, MR. SPENCER! B-BUT I PUT BLANK CARTRIDGES IN THAT GUN! I KNOW I DID!

YOU'RE THE PROP MAN, AREN'T YOU?!

CAP... I'LL BE OUT OF ACTION... FOR A WHILE! BUT... THE PRODUCTION... MUST GO ON!

COUNTRY ...NEEDS AS MANY... PATRIOTIC FILMS AS WE CAN MAKE!

YOU THINK ...MAYBE YOU COULD...?

GLENN ALMOST DIED TRYING TO PORTRAY ME ON THE SCREEN!

AND THE CLOSER I AM TO THIS PRODUCTION, THE EASIER TO INVESTIGATE THIS SABOTAGE!

ALL RIGHT, GLENN... I'LL DO IT!

WAHOO! CAP'S GONNA BE A MOVIE STAR!

"I'LL NEVER FORGET THE FIRST TIME I APPEARED IN THAT STUDIO-MADE **COSTUME.** IT WAS LIKE DRESSING-UP--

"--FOR **HALLOWEEN!**

"OR THE TROUBLE I HAD LEARNING FROM STUNT COORDINATOR **TIM IRONS** HOW TO DO A A **MOVIE FIGHT...**

NO, YOUR STYLE'S ALL **WRONG,** CAP! YOU'VE GOT TO THROW A REAL **ROUNDHOUSE** PUNCH FOR THE **CAMERA** TO PICK UP!

AND **MISS** YOUR OPPONENT BY A GOOD **FOOT!** WE'LL ADD THE **"PUNCH"** SOUNDS LATER!

"THE STUDIO **HUSHED UP** THE FACT THAT THE **REAL** CAPTAIN AMERICA WAS PERFORMING IN THE ACTION SCENES! AFTER **ALL,** THEIR STUNT-MEN HAD **REPUTATIONS** TO UPHOLD!

"--WHICH WAS **FINE** BY ME!

"FOR OVER A HALF-DOZEN ACTION-CRAMMED EPISODES, THERE WASN'T A **SINGLE** INCIDENT OF **SABOTAGE.**

"BUT AS WE NEARED OUR **FINAL CHAPTER,** I COULDN'T HELP BUT **FEAR--**

"--THAT THE MOST **SEVERE** ACT OF SABOTAGE WAS YET TO **COME!**

TOMORROW THEY'RE TO FINISH THE **LAST EPISODE** OF THE CAPTAIN AMERICA SERIAL!

JET-MAN VS CRIME INC.

NOW PLAYING

AND INDEED IT **SHALL** BE THE **"FINAL CHAPTER"** IN THAT VERDAMMT HERO'S CAREER!

BUT BEFORE I **ACT,** I MUST CONTACT THE **MASTER!**

THOSE AMERICAN **FOOLS!** THEY NEVER **DREAMED--**

--THAT THE **"PROP"** TELEVISOR I BUILT FOR THEIR STUPID "JET-MAN" SERIAL COULD BE MODIFIED TO ACTUALLY WORK--

AND TO CONTACT MY COMMANDER, THE **RED SKULL!!**

WELL, HERR DEKKER, YOU HAD BETTER NOT BE REPORTING **ANOTHER** FAILURE TO SABOTAGE THAT AMERICAN **SERIAL!**

I AM **NOT,** HERR SKULL!

BUT THERE HAS BEEN A CHANGE IN PLANS! THE **REAL** CAPTAIN AMERICA IS NOW INVOLVED IN THIS PRODUCTION!

AND IT IS NOT SO EASY TO CATCH **HIM** OFF GUARD AS IT WAS THE **OTHERS!**

THAT IS WHY I'VE SPENT THESE PAST FEW WEEKS PREPARING A **TRAP** THAT EVEN **CAPTAIN AMERICA** CANNOT SURVIVE!

YOU'D BETTER BE **RIGHT,** HERR DEKKER! I WANTED THIS CHAPTERPLAY **DESTROYED,** NOT ONLY BECAUSE IT IS TO BE AN INSTRUMENT OF **ALLIED PROPAGANDA--**

--BUT ALSO BECAUSE IT IS BASED UPON MY MOST **HATED ENEMY!**

I SHALL **SUCCEED,** MASTER--

--IN DESTROYING THIS FOOLISH **MOTION PICTURE...** ALONG WITH **CAPTAIN AMERICA HIMSELF!**

AND I SHALL **ACCOMPLISH** BOTH FEATS WITH WHAT I'VE SO LONG BEEN **TOILING** OVER!

THE FOOLS WON'T **REALIZE** UNTIL IT'S **TOO LATE--**THAT THIS **HEAT RAY** IS MORE THAN JUST A **PROP!**

INDEED, IT IS THE **MASTER-PIECE--**

--OF LYLE DEKKER, ONE OF **GERMANY'S GREATEST SCIENTISTS!**

ALL RIGHT, PEOPLE! THIS IS GOING TO BE THE *BIG CLIMAX* TO *"THE ADVENTURES OF CAPTAIN AMERICA!"*

READY WHEN *YOU* ARE, W.S.!

AS THE *HEAT RAY* MOVES PRECARIOUSLY *CLOSER* TO HER WRITHING BODY! *GOT* IT?

AND MY EYES WILL BE *WIDE OPEN,* LOOKING FOR THE *FIRST SIGN* OF *SABOTAGE!*

CAP WILL BE SLUGGING IT OUT WITH THE TWO *ACTION HEAVIES,* WHILE ADRIAN REMAINS STRAPPED TO THAT *TABLE--*

OKAY, THEN, *ROLL 'EM!*

SPEED!

ACTION!!

AND REMEMBER TO KEEP THOSE SWINGS *WIDE!* THIS IS AN *ACTION PICTURE,* NOT A *BOXING MATCH!*

IT COULD BE MORE THAN *THAT--*

--IF OUR MYSTERIOUS *SABOTEUR* FINALLY MAKES HIS *MOVE!*

OOOF!!

IT'S REALLY WEIRD--

--THIS FIGHTING WITHOUT MY FISTS EVER MAKING *CONTACT* ...WITHOUT *HEARING* ANY OF THESE *"PUNCHES"!*

GREAT ACTION! *BRILLIANT* CHOREOGRAPHY! ALL RIGHT, NOW--CUE THE *HEAT RAY...* AND ADRIAN, SCREAM *LOUD!*

LOUD!!

EEEAAAAA!!

ZZZMMM!

THESE STUNTMEN ARE TERRIFIC! AS SOON AS I SWING, TIM GOES FLYING BACKWARDS--

WHUMF!

--RIGHT INTO THAT BREAK-AWAY TABLE...

...AND WITHOUT HIS FEELING A THING!

"BUT SOMEONE IN THIS SCENE DEFINITELY WAS FEELING SOMETHING...

OMIGOSH! THAT "FAKE" RAY! IT'S BURNING THE TABLE FOR REAL!

AND IT'S HOT!!

SOMEBODY SHUT THIS THING OFF-- BEFORE IT BURNS MEEEEE!!

LOOKS LIKE THE LONG WAIT IS OVER!

BUCKY... MY SHIELD!!

GOOD THING CAP HAD ME WAITING "OFF-SCREEN" WITH THIS!

YOU'VE GOT IT, CAP! CATCH!

SHE'LL BE INCINERATED BEFORE ANY-ONE CAN FREE HER...OR SHUT THAT RAY OFF!

SO I'LL HAVE TO BUY SOME TIME... AND HOPE MY SHIELD CAN WITHSTAND THE HEAT!!

ALL RIGHT, PARTNER! DO WHAT YOU CAN TO DISCONNECT THAT THING!

OH, MY GOD!! EEEAAAAA!!

GOOD WORK, LAD! BUT I NEVER EVEN SUSPECTED THE RAY GUN...

NEVER THOUGHT THE SABOTEUR WOULD HAVE A WEAPON SO ADVANCED!

AND THERE'S ONLY ONE MAN WHO HAD PRIOR ACCESS TO THAT PROP...

PRECISELY, MY FRIEND! AND ONLY ONE GERMAN SCIENTIST WITH THE BRAINS TO HAVE INVENTED IT!

SO, MY CHARADE AS A SPECIAL EFFECTS ARTIST IS ENDED.

WHAT? DEKKER!

AND IF YOU WANT TO SEE THIS YOUNGSTER ALIVE AGAIN--

--YOU'LL LET THE TWO OF US QUIETLY SLIP AWAY ...TO WHERE I'VE PREPARED MY ESCAPE!

DON'T LET HIM BLUFF YOU, CAP!

SORRY, BUCKY! BUT I DON'T THINK HE'S THE BLUFFING TYPE!

"FOR THE MOMENT, WE WERE POWERLESS TO STOP DEKKER FROM LEAVING THE BUILDING...

UHHNNN...

WHAK!

I'LL BE NEEDING YOU AS A HOSTAGE...

BUT HOSTAGES ARE EASIER TO HANDLE WHEN UNCONSCIOUS!

"WATCHING DEKKER THROUGH A WINDOW, I KNEW THAT IF HE MADE GOOD HIS ESCAPE, BUCKY WOULDN'T BE COMING BACK--

--AND THAT THE NAZIS WOULD SOON BE WIELDING DEKKER'S HEAT RAYS!

THERE GOES THAT VARMINT, CAP! HE'S GOT YOUR YOUNG SIDEKICK WITH HIM!

YOU GOIN' AFTER HIM, HOMBRE?

YOU CAN BET ON IT, COWBOY!

AND I'M DOING IT DEMOCRACY PICTURES STYLE!

HEY, CAP-- WAIT FOR ME!!

AT LEAST OUT *HERE,* BUCKY'S GOT HALF A *CHANCE--*

--BECAUSE I'M BETTING DEKKER'S *MAIN* CONCERN IS KEEPING HIS *TRUCK* ON THESE WINDING *ROADS!*

THAT FIGURE IN THE REAR VIEW MIRROR! *MEIN GOTT--*

--IT'S *CAPTAIN AMERICA!!*

HE'S *FIRING* AT ME! BUT HE'S DRIVING SO *ERRATICALLY,* IT'S HARD FOR HIM TO TAKE GOOD *AIM!*

I JUST HOPE I CAN *KEEP* DODGING THOSE BULLETS--

BLANG!

--AND THAT THIS CYCLE'S *FAST* ENOUGH TO...

"IT WAS...

I'VE GOT TO TAKE HIM *FAST,* BEFORE HE USES THAT *GUN* ON *BUCKY!*

I... I DON'T *BELIEVE* IT!

YOU CRAZY AMERICAN *FOOL!* LET GO OF MY *ARM!*

BANG!

NOT 'TIL *YOU'VE* LET GO OF THAT *LUGER,* DEKKER!

I'LL LET GO OF *NOTHING!* I TOLD THE *RED SKULL* I'D *KILL* YOU, CAPTAIN AMERICA!

AND SO I *SHALL!...* EVEN IF I HAVE TO DO IT *WITHOUT* MY WEAPON!

THE CRAZED FOOL-- IN TRYING TO PUSH ME OFF, HE'S LET GO OF THE *WHEEL--*

--AND THE TRUCK'S *OUT OF CONTROL!!!*

KRAK!

"LUCKILY, I WAS ABLE TO TEAR MYSELF FREE OF DEKKER'S GRASP---

SPLASH!!

"--JUST IN THE NICK OF TIME!

"BUCKY, WASN'T UNFORTUNATELY, SO LUCKY...

HE'S TRAPPED INSIDE THAT TRUCK--

--AND STILL UNCON-SCIOUS!!

HE'LL DROWN UNLESS...

THERE! AT LEAST I'VE PULLED BUCKY FREE!

BUT WITH HIM OUT COLD, HE WON'T BE ABLE TO HOLD HIS BREATH!

WISH I COULD SAVE BUCKY AND DEKKER ON THIS TRIP--

--BUT I NEED ONE HAND FREE TO SURFACE AS FAST AS POSSIBLE!

BUT THAT WON'T BE EASY! LUNGS FEEL LIKE THEY'RE READY TO EXPLODE...

GOT TO HOLD OUT... A FEW MORE SECONDS--

WHOA, THERE, CAP! YOU'RE PROBABLY TOO TIRED OUT TO SWIM TO SHORE--

HUH?!

--SO GRAB HOLD OF MY LARIAT!

CAP, I...

CAP, LOOK! IT'S HIM! GOSH, I ALWAYS KNEW HE WAS MORE THAN JUST A MOVIE COWBOY!

SEEMS AS IF HE'S A HERO OFF SCREEN AS WELL AS ON, SON!

WHO, ME? JUST 'CAUSE I'M A LITTLE HANDY WITH A ROPE? ANYWAY, IT'S NOT ME THAT'S PULLING--

--BUT GOOD OL' SIX-GUN, THE SMARTEST HORSE IN ALL THE WORLD!

STEADY, BIG FELLA! THOSE HOMBRES YOU'RE BRINGIN' ASHORE--

WHEEE!

--ARE A COUPLA REAL HEROES WE CAN'T AFFORD TO LOSE!

"SOME MONTHS LATER, AS A CERTAIN FIRST EPISODE PREMIERED ONE SATURDAY MATINEE...

THOSE FIGHTS AND CHASE SCENES ARE GREAT, STEVE!

HEY, WHAT'S HE DOIN' WITH THAT GUN? AND WHERE'S HIS SHIELD?

SAY! WHAT HAPPENED TO BUCKY?

WHO CARES? THOSE ACTION SCENES ARE REALLY NEAT!

BUT COMPARED TO SOME OF THE SCRAPES WE'VE GOTTEN INTO, LIKE THAT BUSINESS WITH LYLE DEKKER...

SURE WISH I COULD HAVE SAVED DEKKER! BUT NONE OF US SAW HIM SURFACE, SO HE MUST HAVE DROWNED!

TOO BAD! HE TOOK A LOT OF NAZI SECRETS WITH HIM!

LOOK, STEVE-- "TRIGGER TROUBADOUR" IS STARTING!!

ADVENTURES OF CAPTAIN AMERICA

NOW PLAYING

TOO BAD NOBODY IN THAT THEATER KNEW WHY CAP'S ACTION SCENES WERE SO GOOD! HUH, STEVE?!

I GUESS THAT'S JUST ONE MORE SECRET WE'LL HAVE TO KEEP, MR. BARNES!

"NO," THINKS CAP, "I'LL NEVER FORGET MY FIRST MEETING WITH LYLE DEKKER!"

...AND NOW IF YOU'VE FINISHED YOUR **DAY-DREAMING,** YOU'LL REALIZE THAT THE MAN YOU'D PRESUMED TO HAVE **DROWNED**--

--HAS BEEN WAITING... **PLANNING** ALL THESE **YEARS** FOR CAPTAIN AMERICA TO COME **HOME!**

YOU'RE STILL TALKING IN **RIDDLES,** DEKKER! YOU SAY I'VE **BEEN** HERE BEFORE!

THEN WHY DON'T I **REMEMBER?!**

OH, YOU'LL **REMEMBER** ALL RIGHT, OLD FRIEND, --WHILE ACTING AS THE NECESSARY **GUINEA PIG**--

--IN THE **EXPERIMENT** I'VE BEEN PREPARING FOR OVER **THREE DECADES!!!**

GUESS **AGAIN,** DEKKER!

YOU'RE MORE INSANE THAN IN **'44**--

--IF YOU THINK I'LL JUST **LET** YOU--

YOU WERE **SAYING,** MY DEAR CAPTAIN...?

BRA-ZAK!

BECAUSE OF **YOU,** I HAVE **SUFFERED** SUCH AS NO ONE **ELSE** HAS SUFFERED, CAPTAIN AMERICA!

AND BECAUSE OF YOU, I HAVE LIVED IN VOLUNTARY **EXILE**... A VERITABLE **SLAVE** TO MY OWN INVENTIVE **GENIUS!**

BUT NOW, ALL THOSE YEARS OF **ISOLATION** SHALL BE **REWARDED!** FOR IN BUT **MINUTES** FROM NOW--

--THE **AMERIDROID** SHALL LIVE!!!

BUT THE ELECTRICITY-SHOCKED CAPTAIN AMERICA HEARS **NOTHING**--

--NOT EVEN THE SOUND OF HIS OWN **BODY** AS IT CRUMPLES TO THE METALLIC FLOOR.

NEXT ISSUE "THE AMERIDROID STALKS THE STREETS"

CAPT. AMERICA ™

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THE AMERIDROID LIVES!!

YOU CAN STRUGGLE ALL YOU *LIKE*, MY DEAR *CAPTAIN AMERICA!* BUT NOT EVEN YOUR *PRETERNATURAL STRENGTH* WILL BREAK THOSE BONDS!

-UGHNNN!!-

I'VE WAITED TOO *LONG*... PREPARED TOO *WELL*... TO HAVE YOU SLIP AWAY FROM ME *NOW!*

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BUSCEMA, TARTAG, & ESPOSITO
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CAROL LAY - LETTERER

ROY THOMAS EDITOR

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CONSULTING EDITOR

ALL RIGHT, DEKKER! YOU'VE **MADE** YOUR POINT! BUT **I'M** NOT FINISHED **YET!**

SOMEHOW I'LL -- **UGHHH!** -- FIND SOME WAY TO **FREE** MYSELF **BEFORE** YOU CAN BEGIN YOUR **EXPERIMENT!***

A **NOBLE** BOAST, MY FRIEND -- BUT **UNREAL-ISTIC!**

I'M AFRAID YOU'LL DO **NOTHING,** UNTIL WE'RE READY TO **BEGIN--**

--NOTHING BUT **LISTEN!**

* SEE LAST ISSUE --ROY.

YES, **LISTEN,** "MEIN KAPITAN AMERIKANER" --WHILE I TELL YOU WHY A MAN WOULD WAIT AN AGONIZING **THIRTY YEARS--**

--DEVOTING ONE'S **ENTIRE LIFE** TO A MOST **ELABORATE** MOMENT OF **REVENGE!**

I WONDER HOW **YOUR** MOTIVES STACK UP AGAINST THOSE OF **OTHER** LUNATICS I'VE HEARD!

YOU SHALL **LEARN** JUST HOW "MAD" I **AM,** OLD ENEMY --AND ALSO HOW **JUSTIFIED** I AM--

--AS I TELL YOU WHAT **HAPPENED--**

--**AFTER** THE SUPPOSED **DEATH** OF MOTION PICTURE SPECIAL EFFECTS WIZARD **LYLE DEKKER...***

* AGAIN, LAST ISSUE-- R.T.

"NATURALLY, SINCE I DID NOT **SURFACE** AFTER MY PLUNGE INTO THE OCEAN, YOU'D ASSUMED THAT I HAD **DROWNED...**

"BUT ACTUALLY, I'D MADE **PLANS** TO ENSURE MY **ESCAPE.**

YET, I HAD NOT KNOWN THAT THE SUBMARINE'S **COMMANDER** WAS MY **MASTER**... THE **RED SKULL!**

I DO NOT TOLERATE **FAILURE,** HERR DEKKER--

SWAK!

--NOT EVEN FROM ONE OF THE **FÜHRER'S** GREATEST **SCIENTISTS!**

YOU WERE TO **SABOTAGE** THE "CAPTAIN AMERICA" **FILM SERIAL**... WHICH SERVED NOT ONLY TO SPREAD ALLIED **PROPAGANDA**--

--BUT ALSO TO **GLORIFY** MY MOST HATED **ENEMY!**

YOU SHOULD **NOT** HAVE FAILED, HERR DEKKER!

N-NO! ARRRGHH!!

"HAVE YOU EVER BEEN **TORTURED,** CAPTAIN AMERICA?

"IN THE ART OF INFLICTING **PAIN,** BOTH PHYSICAL AND MENTAL, THE RED SKULL'S LACKIES WERE **MASTERS**...

HE CANNOT LIVE MUCH **LONGER,** HERR SKULL!

THEN, BEFORE HE FURTHER CONTAMINATES THE **AIR** IN THIS U-BOAT--

--**DISPOSE** OF HIM!!

VOOSH!

"BARELY ALIVE, I WAS ONLY **VAGUELY** AWARE OF MY EJECTION THROUGH THE **TORPEDO TUBE.**

"INDEED, I **WOULD** HAVE SOON DIED... HAD NOT THE RED SKULL SHOT ME INTO THE WATERS OFF NEWFOUNDLAND...

WAIT!... **THAT'S** NOT A FISH! IT'S A **MAN!** QUICKLY--PULL IN THE **NET!**

"SOON, THESE SAME FISHERMEN WERE NURSING ME BACK TO **HEALTH** ABOARD THEIR VESSEL.

"IN NEWFOUNDLAND, NO ONE **KNEW** LYLE DEKKER, IN **EITHER** OF MY PREVIOUS ROLES...

"SOON, I'D BEGUN TO MAKE THE ACQUAINTANCE OF **OTHERS** LIKE MYSELF--MEN **WITHOUT COUNTRIES**... **CRIMINALS** WITHOUT **NATIONAL AFFINITIES**...

SURE, WHY **NOT?!** AS LONG AS YOU'RE PAYIN' **THAT** KINDA DOUGH!

"THEY WERE WILLING TO **WORK** FOR ME!

"AND I--WITH NUMEROUS SWISS BANK ACCOUNTS THAT NOT EVEN THE **RED SKULL** KNEW ABOUT--WAS ABLE TO **PAY** THEM."

SO YOU WERE ABLE TO FINANCE YOUR LITTLE PRIVATE ARMY, "GENERAL" DEKKER--

--AND TO BUILD THIS SECRET LABORATORY OF YOURS HERE IN NEWFOUNDLAND!

BUT YOU STILL HAVEN'T SAID HOW THIS CONCERNS ME--

--OR WHAT THIS "AMERIDROID" EXPERIMENT IS ALL ABOUT!

BECAUSE OF YOU, I SUFFERED IN BOTH BODY AND MIND!

BECAUSE OF YOU, I BECAME AN OUTCAST OF TWO COUNTRIES ...AND TO THE CAUSE I'D DEVOTED MY LIFE TO SERVE!

I SWORE REVENGE AGAINST YOU, BACK IN 1944--

--AND, A YEAR LATER, I ALMOST TASTED IT!

AND, SINCE YOU'VE BLOTTED OUT THE MEMORY OF THAT ENCOUNTER FROM YOUR MIND--

--ALLOW ME TO JOLT IT BACK TO YOU!

KRA-KA-LIK...

WITH DEKKER'S KNIFING OF THE SWITCH, CAP'S BRAIN IS SUDDENLY AFIRE AND...

TH-THE PAIN... CAN BARELY STAND IT... B-BUT...I'M BE-GINNING TO SEE...

"YES, CAPTAIN AMERICA...IF THAT SHOCK ACCOMPLISHES THE DESIRED RESULT, YOU SHOULD NOW RECALL WITH EASE--

"--A DAY ALMOST AT THE END OF WORLD WAR II, IN ENGLAND...

"MY SPIES REPORTED HOW TWO KHAKI-CLAD AMERICANS BOLDLY CHARGED THE MASKED NAZI BARON ZEMO AND HIS SOLDIERS...

BLAM!

"OBVIOUSLY, THE TWO AMERICANS WERE TRYING TO PREVENT THE BARON'S LAUNCH OF AN EXPERI-MENTAL DRONE PLANE...

"BUT THEIR MOTORCYCLE WAS NOT FAST ENOUGH.

THE YOUNGER OF THE PAIR WAS FIRST TO LEAP...

"BUT THE ADULT, THOUGH HIS LEAP WAS INDEED FANTASTIC TO BEHOLD--

"--WAS OBVIOUSLY NOT FAST ENOUGH!

"MY SPIES REPORTED THAT, WHILE THE YOUTH TRIED VAINLY TO DEACTIVATE THE FLYING BOMB--

"--HIS PARTNER WAS UNABLE TO GET A GRIP ON THE SPEEDING CRAFT!

"AS THE ELDER DROPPED HELPLESSLY AWAY FROM HIS COURAGEOUS YOUNG COMRADE--

"--IT HAPPENED!!

KER-BLOW!

"OF COURSE, AT THE TIME--

"--MY MEN DID NOT KNOW JUST WHO PLUNGED INTO THE WATERS OF THE ENGLISH CHANNEL. BUT ONE THING WAS CERTAIN...

"THAT ANYONE CAPABLE OF SUCH A LEAP WAS MORE THAN AN AVERAGE HUMAN BEING!*

* EVENTS RETOLD FROM AVENGERS #4 --R.T.

AH, BUT *WHAT* AN *UNDERSTATEMENT...*

"...FOR IT WAS A *CELEBRITY* THEY FOUND, A MAN WHO MIGHT HAVE ALREADY BEEN *DROWNED*--

--IF NOT FOR THE *SUPER-SOLDIER SERUM* COURSING THROUGH HIS VEINS!

WELL KNOWING MY ATTITUDE TOWARD YOU, THEY IMMEDIATELY BROUGHT YOU INSIDE MY *U-BOAT...*

GREETINGS, OLD FRIEND! OR, AS YOU *AMERICANS* WOULD SAY, "LONG TIME NO SEE"!

DEKKER! SO YOU *DIDN'T* DROWN AFTER ALL!

OBVIOUSLY *NOT*--THOUGH IT'S *GENERAL* DEKKER NOW!

SO *THAT* IS THE TRUE FACE OF *CAPTAIN AMERICA!* BUT SINCE I DON'T *RECOGNIZE* IT--

--WHY DON'T YOU PUT ON YOUR FAMOUS *MASK?*

FINE BY *ME!* I FEEL BETTER WHEN I'M *COMPLETELY* IN UNIFORM!

YES, THAT IS "*SEHR GUT*"! NOW YOU ARE THE *IMAGE* I REMEMBER!

YOU'VE COME UP IN THE WORLD, "HERR GENERAL"! YOU *USED* TO HAVE ONLY *TOY* SUBMARINES TO PLAY WITH!

I NOW HAVE MUCH *MORE,* OLD FOE--AS YOU SHALL SOON SEE WHEN THIS U-BOAT REACHES ITS *DESTINATION!*

SET A COURSE FOR *HOME BASE,* MEN!

"DO YOU *RECALL,* NOW, CAPTAIN AMERICA... HOW THE U-BOAT SPED *WEST* THROUGH *ATLANTIC WATERS...*

"...SECRETLY DOCKING OFF A PIER IN *NEWFOUNDLAND?*

QUICKLY, MONSIEUR! AND, BEFORE YOU TRY ANYTHING *FANCY*--

--*REMEMBER* YOU ARE NOT *BULLET-PROOF!*

"YOU WERE FORCED ALONG MY SERIES OF PASSAGEWAYS WHICH I'D HAD BUILT BENEATH THE PIER, AND...

IT'S LIKE SOMETHING OUT OF "FLASH GORDON"! WHAT'S IT FOR, DEKKER--

--MORE OF HITLER'S SADISTIC EXPERIMENTS?!

WHAT DO YOU THINK, CAPTAIN AMERICA?

IS IT NOT MORE IMPRESSIVE THAN MY SPECIAL EFFECTS LAB AT THE FILM STUDIO?

HARDLY, CAPTAIN! HITLER AND HIS THIRD REICH NO LONGER CONCERN ME!

WHAT YOU SEE HERE WAS FINANCED BY MY OWN FUNDS... FOR MY OWN REASONS!

BEHOLD, MY FRIEND, THAT WHICH I'D BEEN DEVELOPING EVEN BEFORE I PLACED MY GENIUS IN THE SERVICE OF THE FÜHRER!

THESE CANISTERS CONTAIN A NEW KIND OF NERVE GAS! AND ONLY I KNOW THE FORMULA!

ONCE IT'S PERFECTED AND PRODUCED IN SUFFICIENT QUANTITY--

--PERHAPS I SHALL USE IT TO CONTROL AN ENTIRE COUNTRY!

THEN THIS NERVE GAS IS STILL IN THE EXPERIMENTAL STAGES! WITH LUCK, MAYBE IT'LL STAY THERE!

AND WHAT ABOUT THAT CONTRAPTION, DEKKER? I DOUBT VERY MUCH THAT IT'S FOR GIVING BOWL HAIRCUTS!

YOU SEE HERE THE REASON I HAVE NOT BEEN DEVOTING ALL OF MY EFFORTS TO MY NERVE GAS.

TRULY, THIS DEVICE REPRESENTS THE CROWNING ACHIEVEMENT OF MY GENIUS!

I'M LISTENING!

GLADLY, CAPTAIN AMERICA!

I AM A **MAN WITHOUT A COUNTRY**-- WHO **DESPISES,** AND IS DESPISED **BY,** BOTH **ALLIED AND AXIS** POWERS! WITH THIS **DEVICE**--

--I SHALL TRANSFER **YOUR POWER** INTO **MY BODY**...

--MAKING THE ONLY **TRUE SUPER-SOLDIER** IN THIS WORLD **GENERAL LYLE DEKKER!**

CONSIDER, CAPTAIN AMERICA, THE **FINAL** BLOODY DAYS OF THIS BLOODY **WAR**...

...A WORLD IN WHICH TWO POWERS HAVE TOTALLY **OBLITERATED** EACH OTHER!

GOOD LORD!!

I WILL BE THERE, POSSESSING THE POWERS OF **CAPTAIN AMERICA**--

--TO RULE WHAT **REMAINS** OF HUMANITY,,, TURNED INTO HELPLESS **ZOMBIES** BY MY NERVE GAS!

BUT, YOU TOOK **ADVANTAGE** OF MY ENTHUSIASM...

...FOR, AS MY MEN **LISTENED** TO ME...

YOU **FOOLS!!** HE'S CAUGHT YOU **OFF GUARD!!**

WHICH IS THE **BEST** CHANCE I'LL GET TO FIGHT MY WAY **OUT** OF HERE!

DO NOT **WORRY,** GENERAL!

I WILL STOP HIM WITH HIS **OWN SHIELD!!**

BLAF!

AH, **YES!** MY **SHIELD!** THANKS FOR **REMINDING** ME ABOUT THAT!

UGHNNNN!!

KLUD!

NOW, IF YOU DON'T **MIND,** I THINK I'D LIKE IT **BACK!!**

BECAUSE, **WITHOUT** MY SHIELD, ONE OF YOU TRIGGER- HAPPY CLOWNS MIGHT **HIT** ME!

RAT-A-TAT!!

IT'S NOT **POSSIBLE!** THE GUY **MOVES** FASTER THAN I CAN **SHOOT!!**

LOOKS LIKE THAT *HEAT RAY* DEKKER USED BACK AT THE *MOVIE STUDIO!**

WISH I COULD STICK AROUND TO *WRECK* THAT WEAPON!

BUT THIS PLACE IS *SWARMING* WITH DEKKER'S HENCHMEN!

STOP HIM!--

-OOOPHF!-

AND, UNLESS I GET OUT OF HERE *FAST,* THAT RAY *COULD* GET TURNED ON *ME!*

* LAST ISSUE--R.T.

CAN'T *RISK* GETTING KILLED DOWN HERE! I'VE GOT TO GET *OUT--*

--TO ALERT *WASHINGTON* ABOUT DEKKER'S *PLANS...*

AFTER HIM!--BUT DO NOT *KILL* HIM!

WE'LL GET HIM, GENERAL! THERE IS BUT *ONE* OF HIM... AND A WHOLE *ARMY* OF US!

WHICH IS WHY I'D BEST KEEP OUT OF THEIR *WAY!* I CAN'T LET *ANYTHING* PREVENT MY *ESCAPE!*

NOW, IF I CAN ONLY KEEP *PRESSING* AGAINST THESE *WALLS* A BIT LONGER...

SUCCESS! SO FAR--

--BUT THERE'S STILL A *LONG* WAY TO GO BEFORE I CAN GET *OUT* OF DEKKER'S PRIVATE *FORTRESS!*

AND I'D BETTER *FACE* IT!

--THESE *RED-WHITE-AND-BLUES* OF MINE AREN'T EXACTLY *INCONSPICUOUS!*

BUT MAY-BE I CAN WHIP UP AN INSTANT *DISGUISE!*

THANKS TO THOSE "SOLDIERS," MAYBE I CAN SLIP AWAY *UNNOTICED!*

MIGHTY *CONSIDERATE* OF THEM TO STUFF MY STEVE ROGERS *ARMY KHAKIS* IN THE WELL OF MY *SHIELD!*

I'LL HAVE TO GET INTO THEM *DOUBLE-TIME!*

AND, BUT *MINUTES* LATER...

WELL, I MADE IT *OUTSIDE* OKAY!

NOBODY WAS *LOOKING* FOR A GUY IN *ARMY DRAB!*

NOW TO MAKE FOR THAT *PLANE--*

--BEFORE DEKKER'S CUT-THROATS OPEN THEIR *EYES* A LITTLE MORE!

THE PLANE'S *LOADED* WITH DEKKER'S NERVE GAS CAN-ISTERS! *PERFECT!*

I'M SURE THE *SCIENTISTS* BACK HOME'LL HAVE A FIELD DAY *ANALYZING* THE STUFF--

--*IF*, THAT IS, I *MAKE* IT THAT FAR--

--WITHOUT TOO MUCH *TROUBLE!*

YOU *FOOLS!!* HE'S REACHED THE PLANE!!

OUR ONLY WAY TO STOP HIM *NOW* IS WITH THE *HEAT RAY!!*

CAREFUL, NOW! WE *DON'T* WANT TO *KILL* CAPTAIN AMERICA!

AIM FOR THE *WING!* *CRIPPLE* THE PLANE SO HE'LL HAVE TO MAKE A *FORCED LANDING* IN THE *WATER!*

I'M *TRYIN'*, GENERAL! BUT IT AIN'T *EASY* AT THIS RANGE!

ZZMMM!

NO!! A HAIRLINE *HIGH-ER*, YOU IDIOT!

MMMM-

KA-BLAM!

THAT *BLAST!...* HIT THE CANISTERS!... I'M STARTING TO... TO *BLACK OUT!*

BUT... MUST *TRY...* TO KEEP THIS PLANE FLYING... *AWAY* FROM DEKKER'S HQ...

GO AS FAR AS I CAN BEFORE IT *HITS...*

OF COURSE WE FINALLY SEARCHED WHERE THE PLANE HAD GONE DOWN..."

BUT ALL THAT WE FOUND WAS THE *WRECKAGE!* I GAMBLED ON THE THEORY THAT YOU DID NOT *DIE* IN THAT *EXPLOSION*--

--THAT THE *NERVE GAS,* ACTING WITH YOUR OWN SUPER-SOLDIER *SERUM,* HAD SOMEHOW *PRESERVED* YOU!

APPARENTLY, THE GAS' EFFECT WAS TWO-FOLD-- FIRST, PUTTING YOU INTO *SUSPENDED ANIMATION...*

...AND SECOND, ROBBING YOU OF ANY *MEMORY* OF WHAT HAD HAPPENED!

ON THE NOTION THAT YOU STILL LIVED, I *WAITED* FOR YOU, CAPTAIN AMERICA--

-- WAITED FOR *THREE* LONG AND UNPLEASANT *DECADES!*

SOMEHOW, I *KNEW* YOU'D SOMEDAY *RETURN!*

BUT *WHILE* I WAITED, I *AGED...*

...WHILE YOU, FLOATING *NORTH* IN SUSPENDED ANIMATION, REMAINED *UNCHANGED!*

SO YOU *SEE,* CAPTAIN AMERICA, I HAVE GROWN QUITE *OLD* TO REALIZE MY *ORIGINAL* DREAM--

--AND THE ALLIES AND AXIS *NEVER DID* DESTROY EACH OTHER!

BUT IT DOESN'T *MATTER* NOW, SINCE I'VE BEEN WORKING OUT AN EVEN *GREATER* DREAM!

TONIGHT, THIS *ANDROID* WILL RECEIVE *YOUR POWER--*

--MULTIPLIED IN *DIRECT* PROPORTION TO THE FIGURE'S *SIZE!*

WHAT ABOUT *YOU,* DEKKER? YOU'RE *STILL* NOT GOING TO GET ANY *YOUNGER!*

WRONG, OLD FOE! FOR WHILE THE *AMERIDROID* RECEIVES YOUR SUPER-SOLDIER *ENERGY* AND ABILITIES--

--IT WILL ALSO RECEIVE MY *MIND* ...MY *PERSONALITY!* IN *OTHER* WORDS--

--I SHALL BECOME THE *AMERIDROID!!*

I SHALL BE *MORE POWERFUL* THAN YOU *EVER* WERE...IN A BODY THAT WILL *LIVE FOREVER!!*

NO! DEKKER, *WAIT--!*

I HAVE WAITED SOME *THIRTY* YEARS, "MEIN KAPITAN"!

"THE TIME FOR WAITING IS *OVER!*

BZ-ZMM!

ARRRGGH!!

AND ON THAT DISCORDANT NOTE, WE TURN OUR GAZE SOME 500 MILES SOUTH-WARD... TO MEET AN-OTHER'S...

NOTHING, MISS VEDA? A MARTINI? SOME HOT CHOCOLATE, PERHAPS?

NO, THANK YOU, JARVIS.

AS YOU WISH-- BUT DON'T HESITATE TO RING IF I MAY BE OF SERVICE.

AS CAPTAIN AMERICA'S GUEST, YOU'VE ALL THE COM-FORTS OF AVENGERS' MANSION AT YOUR DISPOSAL.

I UNDERSTAND.

BUT MY CONSCIENCE PREVENTS MY ACCEPT-ING SUCH FAVORS.

FOR MY LOYALTIES, ALAS, LIE ELSEWHERE--

--WITH KLIGGER-- AND THE IL-LEGAL EN-TITY KNOWN AS "THE CORPOR-ATION."

KLIK

YOU'RE LATE, VEDA-- SEVERAL MINUTES LATE REPORTING. THE CORPORATION FROWNS UPON TARDINESS--

--ESPECIALLY AT SO CRUCIAL A JUNCTURE IN A MOST ELABORATE OPERATION.

WE'VE PROCURED THE IDEAL AGENT TO TERMIN-ATE OUR TARGET, VEDA. HE'S HERE WITH ME.

NO--YOU ARE NOT OFF THE PROJECT.

REMAIN AT AVENGERS' MANSION AND AWAIT FURTHER INSTRUCTIONS. KLIGGER OUT!

BACK IN NEW-FOUNDLAND, CAP'S SCREAMS CEASE WITH THE FLOW OF CURRENT THRU HIS FORM.

THE AGONY IS ENDED--AND SO IS LYLE DEKKER'S LIFE.

BUT THE MIND OF THE NAZI GENIUS LIVES ON--

--IN A BODY OF CONSID-ERABLY GREAT-ER STATURE --AND POWER!

G-GOOD GOD--THE AMERIDROID--MOVING--BREATHING--!

ALIVE!

INDEED-- AND POSSESSING THE AMPLIFIED STRENGTH AND PERSONAL MAGNETISM OF CAPTAIN AMERICA HIMSELF!

L-LEADER--IS THAT YOU??

DO NOT BE DECEIVED BY MY NEW COLOR SCHEME! I AM DEKKER--

--BUT I AM MORE! I AM THE VANGUARD OF A NEW WORLD ORDER!!

AND TODAY--THE NEW ORDER STRIKES!

NEXT ISSUE: AWESOME IS THE AMERIDROID

STILL TO COME THIS ISSUE--A SPECIAL FALCON FEATURETTE!

STAN LEE PRESENTS: THE HIGH-FLYING FALCON!

HERE, REDWING!

TWEEEET!

I'VE SPENT THE DAY *SIGNALING* FOR REDDY--AND HE HASN'T RESPONDED TO MY CALL *YET!*

"STILL *LOOKING* FOR YOUR BELOVED REDWING, MISTER FALCON?

"DON'T *WORRY!* YOU'LL BE *SEEING* HIM AGAIN... REAL *SOON!*"

...ON A WING AND A PRAYER!

SCOTT EDELMAN / AUTHOR | BOB BUDIANSKY / ARTIST | AL GORDON / INKS | JIM NOVAK / LETTERS | A. GOODWIN / EDITOR

THE FALCON'S TRILLING CALL ECHOES THROUGH THE CITY'S STREETS -- BUT REDWING FAILS TO COME AT HIS MASTER'S COMMAND!

REDWING'S BEEN MISSING ALL DAY! I'VE NEVER KNOWN HIM TO DISAPPEAR LIKE THIS!

I HOPE NOTHING'S--

"--WRONG!"

WHA--! AN ARROW-- MISSING ME BY INCHES!

THWAT!

THAT PIGEON WASN'T SO LUCKY!

THERE'S A NOTE ATTACHED!

WHY THE WORTHLESS CRUD!

I've got your bird! Meet me at 12 tonight in Washington Square Park or Redwing will DIE!

I'LL FREE YOU, REDWING! AND THEN WE'LL TRASH THIS KIDNAPPING NUT TOGETHER!

--AND THE FALCON HAS NOT YET SHOWN! PERHAPS HE HAS SENSED THAT TONIGHT HE IS FATED TO DIE AT MY HANDS!

IF HAWKEYE CAN MAKE HIMSELF A REP WITH ARROWS, SO CAN I! I, MORTIMER FREEBISH, WILL BE RICH ...FAMOUS! AND AT LAST THE GIRLS WILL FALL ALL OVER ME!

LATER:

IT'S ALMOST MIDNIGHT, MY FINE FEATHERED HOSTAGE--

BUT-- WHAT IF THE FALCON NEVER SHOWS?

BLAST IT! I SHOULDA KNOWN BETTER THAN TO THINK--

--ANYONE WOULD RISK HIS LIFE FOR A BIRD!

YOUR TIME IS UP, REDWING!

YOUR MASTER ISN'T COMING! HE LIKES LIVING BETTER!

SO I'LL HAVE TO TAKE CARE OF YOU--

--AND THEN GO AFTER THE REAL FALCON!

THEN I'LL NO LONGER BE MORTIMER FREEBISH! THE WORLD WILL KNOW ME AS ARROW ACE-- OR ARROWSMITH-- OR--HUH?

TAP! TAP!

HOW ABOUT TURKEY, TURKEY?

SOK!

CASE YOU HADN'T NOTICED, I'D BEEN HERE ALL ALONG!

HELLO, REDWING!

COME TO PAPA!

SCRAW! SCRAW! KRACKLE!

NO! HE CAN'T WIN! NOT AFTER ALL THESE MONTHS OF PLANNING--

--TO BECOME THE GREATEST SUPER-VILLAIN THIS SIDE OF DOCTOR DOOM!

PREPARE TO *DIE*, FALCON!

HUH?

YOU SHOULDA LIT *OUT* OF HERE WHILE YOU COULD STILL *WALK*, PUNK!

THIS *NET* STUNT MAY HAVE CAUGHT REDWING *ALONE*--

--BUT WHEN WE'RE A *TEAM*--

--YOU JUST DON'T HAVE A *CHANCE!*

NOW TO GIVE THIS PUNK A TASTE OF HIS OWN *MEDICINE!*

BUT...

WELL, SO MUCH FOR *THAT* PLAN OF *ATTACK!*

YOU KNOW SOMETHING, MISTER --AS AN *ARCHER* YOU'RE A *FLOP!*

KA-POK!

I HAVEN'T SEEN YOU HIT YOUR TARGET *ONCE* YET!

BUT WITH THOSE *EXPLOSIVE ARROWS* OF HIS--*ONCE* IS ALL IT'LL *TAKE!*

FACE IT, BUDDY BOY--YOU DON'T HAVE THE *SKILL* OF HAWKEYE, AND YOU JUST AIN'T GOT NO *CLASS!*

RIGHT, REDWING?

KAWW!

NO CLASS, HUH?

YOU WON'T SAY THAT AFTER YOU'VE HAD A TASTE OF MY OPTI-ARROW!

DON'T KNOW WHAT AN OPTI-ARROW IS--

SSSSS

--BUT IT'S AN EASY HUNCH THAT IT WOULD BE GOOD INSURANCE TO SHIELD MY EYES!

AAARGH! FORGOT TO WEAR MY PROTECTI-LENSES--

BUT THAT WON'T SAVE YOU, FALC--HEY! WHERE'D YOU GO?

OH. THAT TRICK AGAIN.

YOU DON'T FOOL ME!

IT'S ALL OVER NOW!

WHO?

AW, MAN--

POK!

--YOU'RE MAKIN' THIS TOOOOO EASY!

HUH? WHUZZAT? WHUFFO YOU--UH-OH!

YOU GUYS CAN HAVE THIS BENCH ALL TO YOURSELVES! HONEST!

HAHAHA!

KAWAH!

-FINIS-

CAPT. AMERICA ™

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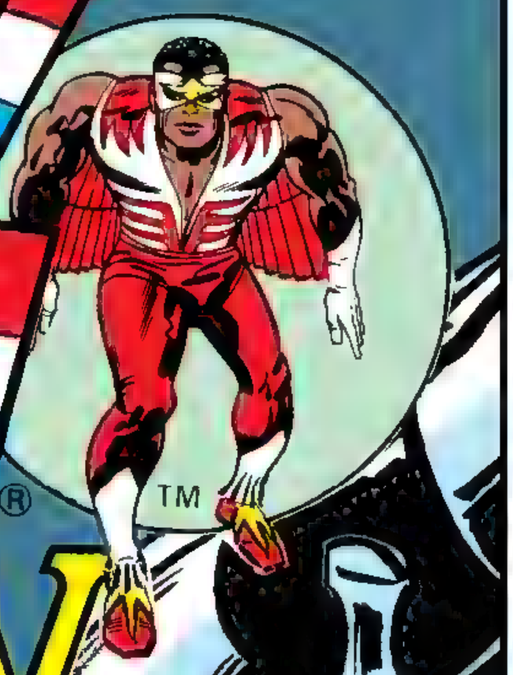
CAPTAIN AMERICA® AND THE FALCON™



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IN THE SEEDS OF HIS PAST, CAP FINDS A PERILOUS PRESENT!

HOUR OF THE HERO!

1941! The world at *war!* And in a secret laboratory, frail *Steve Rogers* became the American *super-soldier!* For four thrilling years, he fought the Axis powers—until a freak stroke of fate threw him into *suspended animation.* He woke in the mid-1960s, a man *twenty years out of his time.* Since that fateful day, Steve Rogers has sought his *destiny* in this brave new world.

Stan Lee PRESENTS: CAPTAIN AMERICA AND THE FALCON™

STEVE GERBER WRITER | DAVID KRAFT CO-SCENARIST | SAL BUSCEMA & M. ESPOSITO ARTISTS | I. WATANABE - LETTERS G. ROUSSOS - COLORS | ARCHIE GOODWIN EDITOR

CUL-DE-SAC!

IN A SECRET LABORATORY SOMEWHERE IN **NEWFOUNDLAND**, CAPTAIN AMERICA STRAINS AGAINST THE STEEL **CLAMPS** WHICH CONFINE HIS BODY AND THE GRAY TIDE OF **UNCONSCIOUSNESS** WHICH THREATENS TO ENGULF HIS **MIND.**

BESIDE HIM SITS THE CORPSE OF **LYLE DEKKER**, EX-NAZI SCIENTIST AND MOVIE TECHNICIAN WHO **DIED** MOMENTS AGO, CREATING HIS LAST--AND GREATEST--**SPECIAL EFFECT.**

UNFORTUNATELY, THAT FINAL FLOURISH WAS **NOT** SOME BIT OF FILMIC FLUFF. IT **WALKS!** IT **TALKS!** IT LIVES! IT BREATHES! IT EVEN **THINKS**--REMARKABLY LIKE LYLE DEKKER! AND IT **LOOKS** JUST LIKE **CAP...**

...WITH ONE STARTLING DIFFERENCE.

THE AMERIDROID, AS DEKKER CHRISTENED HIS HIGH-RISE PROJECT, IS TWELVE FEET TALL!

BEHOLD-- TODAY-- IN THIS TINY VILLAGE-- A NEW WORLD ORDER IS BORN!

SCATTER, YOU RABBLE --AND SPREAD THE GOOD NEWS!

USELESS-- CLAMPS HELD FASTENED-- BY ELECTROMAGNETIC CHARGE--!

IT'D TAKE THE STRENGTH-- OF THOR-- TO PRY THEM OPEN--!

ONLY CHANCE OF ESCAPE--

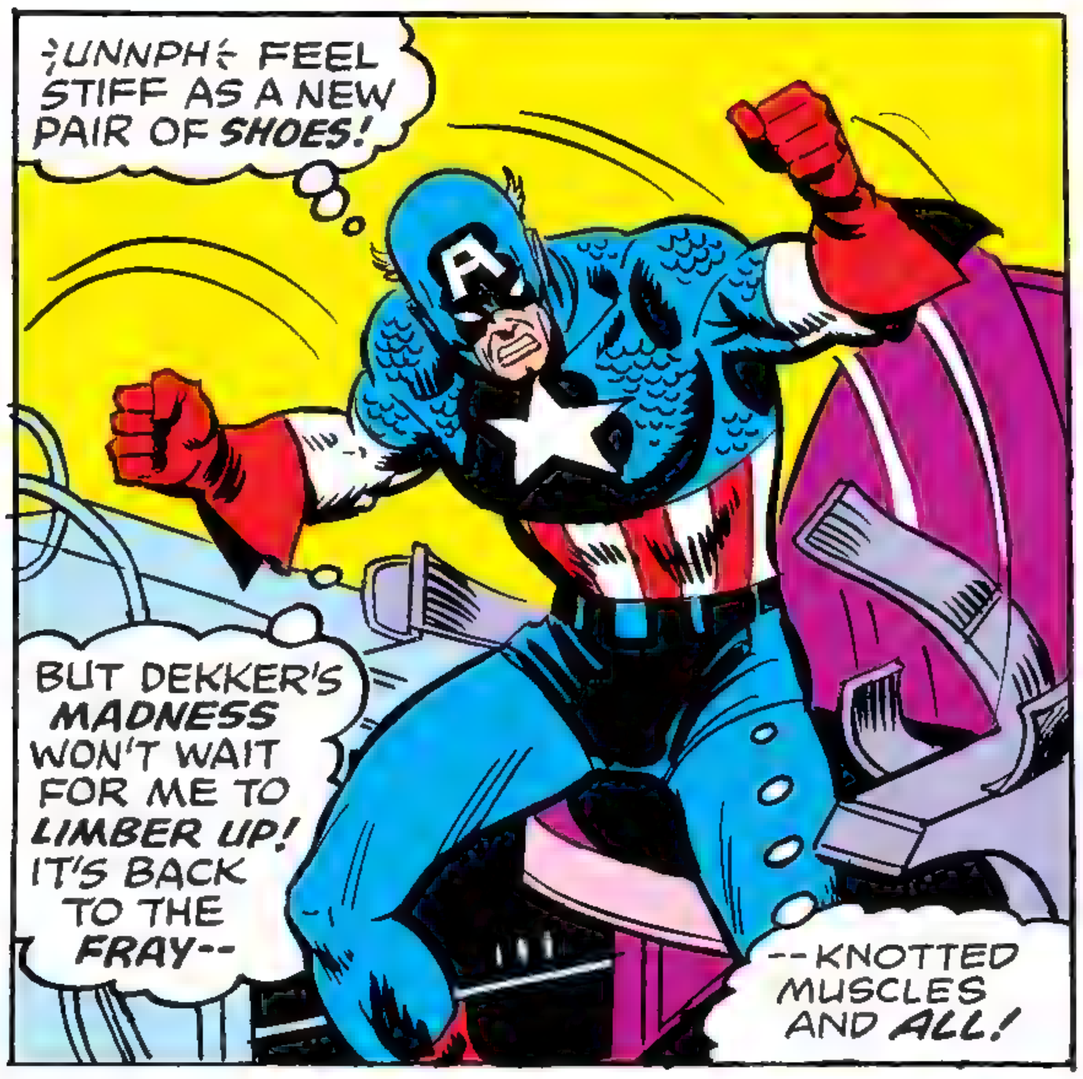
KLANG

--IS TO DISRUPT-- THE FLOW OF CURRENT!

KLONG

ATTACK THE POWER-SOURCE ITSELF!!

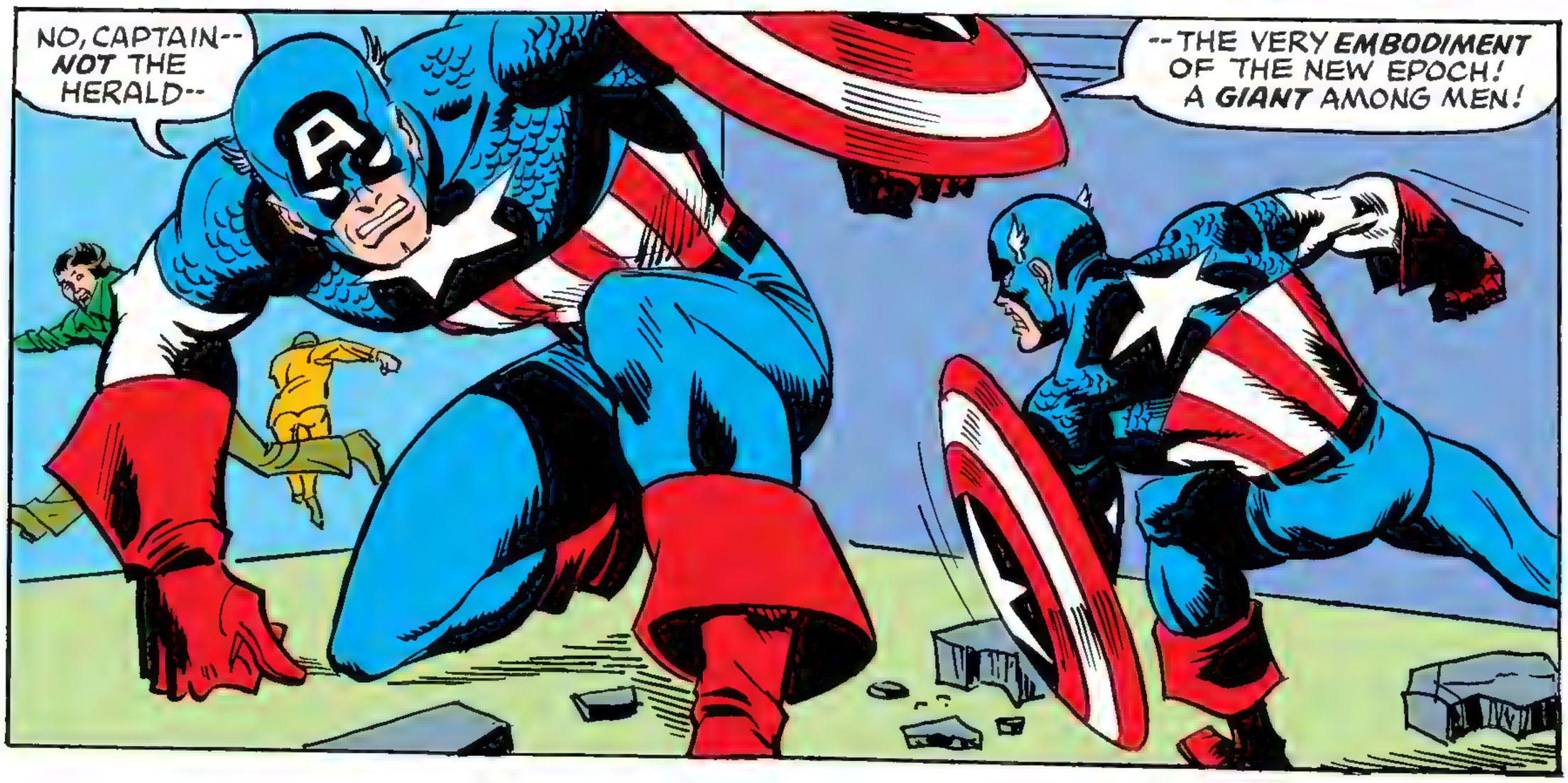
SKEEZCH


÷UNNPH÷ FEEL STIFF AS A NEW PAIR OF SHOES!
BUT DEKKER'S MADNESS WON'T WAIT FOR ME TO LIMBER UP! IT'S BACK TO THE FRAY--
--KNOTTED MUSCLES AND ALL!

WHILE, OUTSIDE...
I CLAIM THIS VILLAGE AS MY CAPITAL--
--AND HEREBY DECLARE MARTIAL LAW!

AN IRON HAND HAS CAST ITS SHADOW OVER THE LAND--
--AND THE FORCES OF CHAOS TREMBLE BEFORE THE TYRANNY OF REASON!

MY LORD, DEKKER-- YOU'RE EVEN CRAZIER THAN I FEARED.
DO YOU TRULY SEE YOURSELF AS THE HERALD OF A NEW AGE OF REASON?
WHUKK


NO, CAPTAIN-- NOT THE HERALD--
--THE VERY EMBODIMENT OF THE NEW EPOCH! A GIANT AMONG MEN!

NO ONE'S *ARGUING* THAT.

THE *PROBLEM AREA* SEEMS TO BE...

CHUKK

...IN DEFINING THE *PRIVILEGES* TO WHICH YOUR STATURE ENTITLES YOU.

WOKK

SPOKEN LIKE A TRUE *BUREAUCRAT*, CAPTAIN!

WHOM

BUT IT'S NOT MY TOWERING *HEIGHT* WHICH ACCORDS ME SPECIAL CONSIDERATION...!

KRUNCH

RATHER, IT'S THE SWEEP OF MY SOARING *VISION*--

--AND THE *POWER* I POSSESS TO MAKE IT *REAL!*

THE PYGMIES HAVE *HAD* THEIR DAY AT RULING THE WORLD.

AND THEY'VE SUCCEEDED ONLY AT CREATING AN UNINHABITABLE *BEDLAM.*

THE DAY HITLER ***EXPELLED*** ME FROM GERMANY FOR FAILING TO SABOTAGE THE CAPTAIN AMERICA ***MOVIE SERIAL****, I GLIMPSED THE ***TRUE NATURE*** OF MEN AND POWER AND GOVERNMENTS AND ***GRAND DESIGNS!***

I EXPECTED THE ***ALLIES*** AND THE ***AXIS*** TO DESTROY ONE ANOTHER UTTERLY --AND THEY ***DID,*** DON'T YOU SEE?!

THE ESSENTIAL CHARACTER OF EACH WAS ***ADULTERATED*** BEYOND REDEMPTION, LEAVING THE FATHERLAND A GLORIFIED ***AUTO FACTORY*** AND AMERICA, AN IMPOTENT, SELF-CONSUMING ***MONSTROSITY!***

POWER DOES NOT ***CORRUPT***-- IT ***DIMINISHES*** THE MEN WHO WIELD IT-- UNLESS THEY CAN TRULY STAND ***ABOVE*** THE CROWD!

*AS DETAILED IN **CAP** #220 & 221. --ARCHIE.

AND *THAT*, CAPTAIN, REQUIRES THE *ULTIMATE* SACRIFICE --FOR HUMANITY CAN ONLY RESPECT A POWER *LARGER* THAN ITSELF.

A FORCE AND A PRESCENCE *LARGER-THAN-LIFE*-- A FIGURE OF *MYTHIC PROPORTION*-- CHARISMATIC, YET *UNREACHABLE*--

--WITHOUT HUMAN *FOIBLES*, WITHOUT HUMAN *NEEDS*, WITHOUT HUMAN *ASPIRATIONS*, WITHOUT--

--OH, MY GOD.

A *CLARITY* AS CHILLING AS THE *MADNESS* INVADES THE GIANT'S EYES. QUIVERING, HE RELEASES HIS GRIP ON THE UNCONSCIOUS *CAP*...

...AND STARES (ONE IS TEMPTED TO SAY "LONGINGLY") DOWN THE LENGTH OF HIS SYNTHETIC *BODY*.

TH-THIRTY YEARS-- I *WAITED*-- KNOWING YOU WOULD *RETURN* TO NEWFOUNDLAND.

--THAT YOUR LIFE-ENERGY WOULD PROVIDE THE *SPARK* TO BRING THIS ANDROID BODY TO *LIFE*--

--AND NOW-- NOW--

FIGHTING TO CONTAIN THE **PANIC** SPREADING OUTWARD FROM THE PIT OF HIS STOMACH, THE AMERIDROID MOTIONS TO THE **TALLEST** MAN IN THE CROWD.

YOU!! STEP FORWARD!

COME **CLOSER**, YOU IDIOT! I DON'T INTEND TO **HARM** YOU!

I SIMPLY-- WANT TO **USE** YOU--AS A **YARD-STICK!**

I WANT YOU TO **STAND** THERE, THAT'S ALL--

Y-YARD-STICK?

--BACK-TO-BACK WITH **ME** --TO COMPARE **HEIGHTS.**

SURELY WHEN YOU WERE **GROW ING UP**, YOU DID THIS WITH THE **NEIGHBORHOOD CHILDREN?**

Y-YES... BUT...

AND WHEN YOU GLANCED OVER YOUR SHOULDER-- TO SEE HOW MUCH TALLER **YOU** WERE--

--DID YOU EVER SEE **EMPTY AIR?** NO, YOU SAW THE TOPS OF THEIR **HEADS**, DIDN'T YOU?

Y-YES...THE TOPS OF THEIR HEADS!

AND YOU NEVER FELT LIKE A FREAK BESIDE THEM, DID YOU?!?

GULP-N-NO... JUST TALLER!

"JUST TALLER" ...JUST... TALLER...

HAHAHAHA

WH-WHAT GOT INTO **HIM?**

THE **ANSWER** TO THAT QUESTION, IN A WORD, IS **SANITY.**

OF A **SORT,** AT ANY RATE.

AFTER **THREE DECADES** OF BIDING ITS TIME, WAITING PATIENTLY FOR ITS CHANCE AT **REVENGE,** LYLE DEKKER'S **MIND,** NOW ENCASED IN THE **AMERIDROID,** HAS SEEN ITS TERRIBLE **ERROR...**

...AND THE IMPOSSIBILITY OF **RECTIFYING** SAME.

ALL THE THINGS OTHER MEN TAKE FOR **GRANTED**-- ARE NOW **DENIED** ME!

COMRADESHIP-- THE LOVE OF A **WOMAN**--MY GOD, EVEN A SEAT AT THE **MOVIES!**

"LARGER THAN LIFE"! **HAH!** I'M TOO LARGE FOR **LIVING!**

I'VE MADE MYSELF A GARGANTUAN **JOKE**-- AN OVERSIZED **CARICATURE** OF STRENGTH AND RESOLVE!

I'M THE CHAOS FACTOR! I'M THE ABSURDITY! I'M THE **CARTOON!**

I HATE MYSELF!!

KROOM

HOW COULD YOU DO THIS TO ME?!? HOW??

DEKKER'S CRUMPLED, BROKEN BODY STRIKES THE LABORATORY FLOOR AMID A RAIN OF JAGGED **METAL**...

...AND THE SIGHT SERVES ONLY TO FURTHER **INFURIATE** THE AMERIDROID.

WHAT **POSSESSED** YOU?! WHAT EGOISTIC **QUIRK** ALLOWED YOU TO BELIEVE THAT YOU COULD **LIVE** AMONG MEN IN THIS FORM--

--LET ALONE **RULE** THEM?!?

YOU **FOOL!** YOU MAD, STUPID, CRAZED--!

I WANT TO **SMASH** YOU-- BATTER YOUR DEAD, SHATTERED HUSK BE-YOND **RECOGNITION!**

I CAN'T BEAR-- TO **LOOK** AT YOU-- AT **MYSELF**-- LYING THERE--I CAN'T--

I CAN'T!! BECAUSE IT'S FUTILE NOW, ISN'T IT? YOU'RE A SOULLESS, USELESS BIT OF CARRION--

--AND I'M BEYOND ALL HOPE!

AND THAT'S THE BOTTOM LINE. THE AMERI-DROID'S MIGHTY FORM QUAKES, SHUDDERS, THEN HEAVES WITH TUMULTUOUS UNCON-TROLLABLE SOBS...

...AND HYSTERICAL LAUGHTER.

HAHAHA

AT THAT MOMENT...

ON YOUR FEET, DEKKER!

--CAP'S BACK-- A LITTLE THE WORSE FOR WEAR, MAYBE--

--BUT WE'VE STILL GOT A SCORE TO SETTLE!

DEKKER!!

DEKKER?

YOU MAY-- ABSENT YOUR-SELF, CAPTAIN. THE BATTLE IS ENDED.

I'VE BEEN DEFEATED-- IN THE BEST VILLAINISTIC TRADITION-- BY MY OWN INSANE AMBITION.

THE UGLY LITTLE MAN WHO THOUGHT MORE WAS BETTER!

I-- I'M TRYING TO SEE-- THE HUMOR IN IT, AVENGER-- I DON'T WANT TO BLOW THE PROBLEM-- OUT OF PROPORTION!

DEKKER, GET A GRIP ON YOURSELF!

P-PLEASE-- NOT THAT-- NOT SYMPATHY!

P-PERMIT ME AT LEAST--TO SAVOR THE *GRANDEUR* OF THIS *TRAVESTY!*

PERMISSION *GRANTED*--BUT NOT IF IT MEANS *IGNORING* THE ENORMITY OF YOUR *VICTORY!*

YOU'VE CONQUERED YOUR *OBSESSION*, DEKKER! YOU'RE A *FREE MAN* AGAIN!

F-FREE?

YOU'RE NO LONGER A SLAVE TO *POWER*--OR TO THE DEMENTED DREAMS OF AN AGED, EMBITTERED *FLUNKY* OF THE THIRD REICH!

YOU'VE GIVEN YOURSELF A CHANCE TO *BEGIN ANEW*--

--AND PROVIDED YOURSELF WITH A *CHALLENGE* TO MATCH THE *MAGNITUDE* OF YOUR INTELLECT!

AND YOU'VE LEARNED THAT *GREATNESS* ISN'T MEASURED BY *VOLUME!*

ARE YOU *TOYING* WITH MY SENSIBILITIES, CAPTAIN?

MY CHOICE OF *WORDS* MAY HAVE BEEN *UNFORTUNATE*, DEKKER--BUT MY INTENT WAS *SINCERE.*

WHERE WILL YOU *GO* NOW? WHAT WILL YOU *DO?*

PENNANCE, CAPTAIN--THAT'S WHAT I'LL DO--AND FOR THAT, I REQUIRE *SOLITUDE.*

I PLAN TO *DISAPPEAR* FOR A TIME, PERHAPS INTO THE STILL-UNSPOILED *WOODS* NORTH OF HERE...

...AND SEEK OUT MY *SOUL!* AND IF I EVER LOCATE THAT *NEEDLE* IN THIS *HAYSTACK*, WE MAY ONE DAY *MEET AGAIN.*

I'M SURE WE *WILL.* IT'S A *SMALL* WORLD.

EPILOGUE: NEW YORK CITY, SOME HOURS **LATER.** A WEARY **LIVING LEGEND** COMES HOME.

THEY HAVEN'T CHANGED THE **LOCKS.** EITHER MY LANDLORD IS VERY **CHEAP**--

--OR THIS APARTMENT'S STILL LEASED TO **STEVE ROGERS.**

I SUPPOSE **SHIELD'S** BEEN PAYING THE RENT...

BUT OBVIOUSLY **NOT** THE ELECTRIC BILL. FURY'S BOYS ARE GETTING **CARELESS.**

OR MAYBE THE LEASE IS ABOUT TO **EXPIRE...**

;CLIK;

...JUST AS **STEVE ROGERS** DID, IN A SENSE, AFTER HIS BRIEF CAREER AS A NEW YORK **COP.***

*UNCOUNTED ISSUES AGO.--A.G.

SOMETIMES IT SEEMS LIKE I HAVEN'T BEEN OUT OF **COSTUME** ;PHEWWGH; SINCE BEFORE THE **COW** GAVE THIS **MILK!**

MILK

AND SOMETHING INSIDE **ME** HAS BEGUN TO **CURDLE,** TOO.

FUNNY...THE WHOLE EPISODE IN **NEWFOUNDLAND** ONLY **DISTRACTED** ME FROM THE **PURPOSE** OF MY VISIT THERE--

--THE **SEARCH** FOR THE MAN BENEATH THIS **MASK**-- FOR THE **PERSON** I WAS BEFORE **CAPTAIN AMERICA** EVER EXISTED.

LIKE **DEKKER,** I'LL JUST HAVE TO BEGIN **ANEW**--

--TOMORROW--

--WHEN I CAN--KEEP MY EYES--OPEN--AGAIN!

NEXT

THE STRANGEST CAR-CHASE IN COMICS HISTORY! THE MONUMENTAL VILLAINY OF THE MAN CALLED LINCOLN! THE FURTHER SCHEMES OF THE CORPORATION, AND--

STEVE ROGERS' ROOTS!

THE YEAR IS 1964*, AND RICK JONES, RESPONDING TO A HIGH-PRIORITY SUMMONS, VAULTS INTO THE AVENGERS' CONFERENCE ROOM.

HI, GUYS! SORRY I'M LATE!

I JUST COULDN'T HELP--

URK!

SNIK!

ARRGH!

* BETWEEN AVENGERS #14 & 15-- ARCH.

ODD'S BLOOD! THE YOUTH BE ENGULFED IN AN ELECTRICAL MAELSTROM!

CAP! CUT THE VIEWSCREEN'S POWER-- FAST!

Stan Lee PRESENTS:

THE COMING OF CAPTAIN AVENGER!

STORY SCOTT EDELMAN * PENCILS STEVE LEIALOHA * INKING AL GORDON * LETTERING: BRUCE P. COLORING: IRENE V. * EDITING ARCHIE GOODWIN

FOR RICK, A FEW SECONDS PASS WITH AGONIZING SLOWNESS, THE SHOCKWAVES THREATENING TO STEAL FIRST HIS CONSCIOUSNESS--

--AND THEN, HIS LIFE!

MUSTN'T GIVE IN... MUST SUMMON THE EFFORT--

--TO BREAK FREE!

HUH!?

HOW DID I DO THAT?

BUT HOW DOESN'T MATTER! ALL THAT COUNTS IS--

I'VE HEARD OF ADRENALIN-INDUCED STRENGTH, BUT THIS IS RIDICULOUS! AND HOW'D I GET INTO THIS COSTUME?

--AT LAST, I'M A SUPER-HERO!

SNAK

THERE'S NO LOGICAL EXPLAN--! WAIT! THE INTENSE ELECTRICITY MUST HAVE TRIGGERED A CHANGE! I DON'T KNOW HOW!

AT LAST I'M CAPTAIN AVENGER!

BEFORE RICK HAS MORE THAN A MERE INSTANT TO REVEL IN HIS NEWBORN POWERS--

NOW, MY LOATHSOME ADVERSARIES--IT IS TIME THAT YOU FALL!

BOOM!

KA-

ONCE YOU CEASE TO BAR MY PATH, THE WORLD BELONGS TO BARON ZEMO!

LIGHT-- BLINDING ME! CAN'T SEE!

AND WHEN RICK'S VISION FINALLY CLEARS...

OH, NO! THE AVENGERS-- STIFF! AS MOTIONLESS AS STATUES!

MAYBE YOUR GIZMO CAN FREEZE THE AVENGERS--

--AND EVEN RICK JONES!

BUT IT AIN'T WORTH ZILCH AGAINST CAPTAIN AVENGER!

ARROGANT FLEA! ATTACK, MY MINIONS!

ZEMO NEED NOT EVEN SOIL HIS GLOVES ON YOUR IMPUDENT FLESH!

WOP!

WRONG, ZEMO!

I'M NOT SETTLING FOR THE SMALL FRY!

SMAK!

I WANT YOU, ZEMO!

AN' I WANT YOU BAD!

YOU'RE THE ONE WHO KILLED BUCKY!

IT'S YOUR FAULT CAP'S AFRAID TO TAKE ME ON AS A SIDEKICK!

KRUNCH!

AKKK!

TALK, ZEMO! WHAT'S SO FUNNY?

HAHA

HAHA

SPIT IT OUT WHILE YOU STILL HAVE SOMETHING TO SPIT WITH!

YOU POOR FOOL! YOU'VE DESTROYED THE NULLIFIER-- AND WITHOUT IT, THE AVENGERS CAN NEVER RETURN TO LIFE!

HAHA

HAHA HAHAHAHA

"YOU'VE SENTENCED THEM TO AN ETERNITY OF NOTHINGNESS!"

ME? I--

NO! DON'T TRY TO PIN THE RAP ON ME FOR YOUR VILLAINY! THERE'S ONLY ONE WAY TO DEAL WITH SCUM LIKE YOU!

LIKE--

--THIS! WHA--?

WHOA, RICK! DON'T YOU RECOGNIZE ME?

MY COSTUME... GONE...

THEN IT NEVER... REALLY... HAPPENED

OH... NEVER MIND.

I GUESS I'LL NEVER BE A SUPER-HERO

WHAT, YOUTH?

FIN

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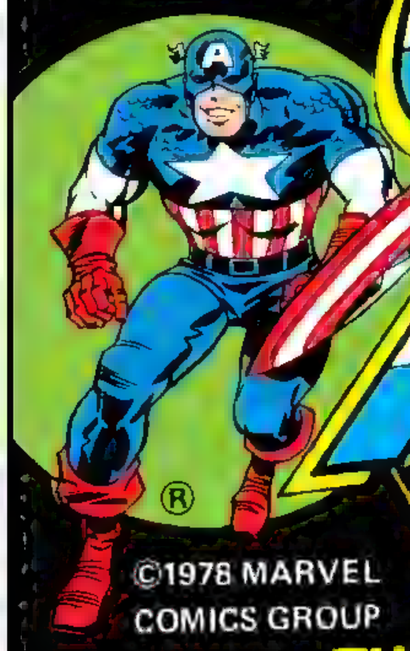

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MONUMENTAL MENACE!

I'VE BEEN ATTACKED BY CROOKS...SPIES... EVEN *ALIENS*--

--BUT A *STATUE*?!

ERNIE CHAN 1978

1941! The world at war! And in a full-security laboratory, frail *Steve Rogers* became *Captain America*, the American *super-soldier!* For four thrilling years, he struck back at the Axis' treacherous attack— until a freak stroke of fate threw him into *suspended animation*...to awaken in the *mid-1960's*, a man *twenty years out of his time.* Since that day, *Captain America* has sought his destiny in this *brave new world.*

Stan Lee PRESENTS: CAPTAIN AMERICA AND THE FALCON™

STEVE GERBER WRITER / SAL BUSCEMA, JOHN TARTAG & MIKE ESPOSITO • ARTISTS / ANNETTE KAWECKI • LETTERER / GEORGE ROUSSOS • COLORIST / JIM SHOOTER EDITOR

--SO THEY DO NOT DEPEND UPON LUCK:

THE EPITOME OF THE GOOD SOLDIER, CAP SLEEPS LIGHTLY, RISES AT THE FIRST SOUND OR SCENT OF DANGER.

AND EVEN BEFORE HIS FIRST CUP OF COFFEE, HE MOVES LIKE A RED, WHITE, AND BLUE BULLET!

VRAOOOM

THAT'S WHY HE'S STILL ALIVE...

...AFTER A WORLD WAR, TWENTY YEARS IN A BLOCK OF ICE...

KRAK

...A LONG STINT AS LEADER OF THE AVENGERS...

KRAM!

...INNUMERABLE BATTLES WITH INNUMERABLE SUPER-FOES...

...SEVERAL ILL-STARRED LOVE AFFAIRS, THREE OR FOUR PARTNERSHIPS...

...AND NOW THIS!

TH--THE BLASTED BUG IS--CHASING ME!!

BUT--HOW?! WHAT KIND OF GUIDANCE SYSTEM COULD--?

BUT NO ANSWER IS FORTHCOMING ...AND THE AUTONOMOUS AUTO IS BEARING DOWN ON HIM AGAIN.

SO HIS INTELLECT DISENGAGES...

...AND LEAVES THE "THINKING" TO HIS SUPERBLY-TRAINED BODY.

VROOM

SHORT OF HAMMERING MY SHIELD THRU IT'S ENGINE BLOCK...

...NO WAY TO DEAL WITH THAT THING EXCEPT...

...ESCAPE!

KRAK!

AND EVEN THAT'S "IFFY".

SO I GUESS MY SURVIVAL HINGES ON ONE BASIC PRINCIPLE:

THAT THE AVERAGE VW, FOR ALL ITS DURABILITY AND EASE OF HANDLING...

...IS STILL LESS AGILE THAN CAPTAIN AMERICA!

I HOPE.

FORTUNATELY, THE HYPOTHESIS PROVES TRUE.

ODD... HOW COMFORTABLY I REFER TO MYSELF IN THE THIRD PERSON.

ODD, TOO, THAT THAT THOUGHT SHOULD STRIKE ME NOW--

--WHEN I'M OBVIOUSLY BESET WITH MORE IMME-DIATE CONCERNS.

BA-DOOM

SUDDENLY--

WHAT'S ALL THAT RACKET OUT THERE?? WHO--?

GOOD HEAVENS!!

YOUNG MAN, YOU OUGHT TO BE ASHAMED OF YOURSELF!!

THIS USED TO BE SUCH A QUIET NEIGH-BORHOOD--WITH NARY A PEEP-ING TOM ABOVE THE GROUND FLOOR--!

WHAT'S THE WORLD COMING TO? NOISE AND CONFUSION-- OOOH, MY POOR HEART--!

AHEM

MA'AM...I WONDER IF I...IF YOU'D BE SO KIND AS TO LET ME USE YOUR PHONE?

HMPH WELL-- YOU'RE VERY POLITE FOR A PEEPING TOM-- AND YOU LOOK LIKE A DECENT BOY--

--THOUGH YOU COULD STAND A SHAVE--!

OH, ALL RIGHT!

THANK YOU, MA'AM--REALLY --I APPRECIATE IT--!

MY OWN WAS-- DISCONNECTED ACCIDENTALLY-- THIS MORNING.

CAN THE CHATTER... AND NO LONG DISTANCE, YOU HEAR?

UPTOWN, THE TELEPHONE RINGS AT AVENGERS' MANSION, AND--

MASTER CAP!

NO, SIR, THEY'RE ALL OUT AT THE MOMENT.

NO SIR, MISS VEDA STEPPED OUT AS WELL.

--WASHINGTON?! WHY WOULD SHE BE GOING TO--?

"ON BUSINESS," SHE SAID?

NO, NO MESSAGES, JARVIS--JUST CHECKING IN.

RIGHT, LATER.

I, UH... MAY I PREVAIL UPON YOU ONCE MORE, MA'AM... JUST BRIEFLY... IT'S IMPORTANT...

OH, VERY WELL! BUT MAKE IT SNAPPY! THE MESSAGE UNITS ADD UP, YOU KNOW!

YES, IT'S... DISGRACEFUL.

SOMEWHERE UNDER MANHATTAN, AT THE HEADQUARTERS OF SHIELD...!

YER PRIVATE LINE, NICK, WHO COULD THAT BE?

WIPE THAT LEER OFF YER PUSS, DUGAN!

THIS EARLY IN THE MORNIN'--

--IT'S GOTTA BE SOMEBODY DULL!

BZZZZZ!

FURY? CAP! I WANTED TO LET YOU KNOW I'D BE UNAVAILABLE FOR ASSIGNMENTS FOR THE NEXT WEEK OR SO! I--

WHAT DO YOU MEAN, "TEMPERAMENTAL FREELANCERS"?

WHAT?! WITHOUT SAYING WHY? BUT THE FALCON'S NEVER--I'M VERY SURPRISED!

ANYWAY, NICK, THERE'S SOMETHING ELSE--!

A VOLKSWAGEN?!? ARE YOU PULLIN'--

YEAH, NO-- YOU'RE RIGHT...

IT DOES SMELL LIKE SOMETHIN' THE CORPORATION WOULD ENGINEER!

CHECK! KEEP IN TOUCH!

STRANGE...VEDA LEAVING AVENGERS' MANSION... FALCON RUNNING OUT ON HIS SHIELD DUTIES...!

IT'S NOT IN CHARACTER FOR EITHER OF THEM--CERTAINLY NOT FALC! I KNOW SO LITTLE OF VEDA, BUT--

YOUNG MAN...?

SORRY, MA'AM--GOT LOST IN THOUGHT FOR A MOMENT! THANK YOU AGAIN!

I'LL, UH... LEAVE THE WAY I CAME.

YOU DO THAT.

"NICE ENOUGH OLD WOMAN," CAP MUSES AS HE SCALES THE WALL, "BUT PECULIAR."

ACCURATE--THOUGH OUR STAR-SPANGLED AVENGER DOESN'T KNOW THE HALF OF IT.

FOR BENEATH THE SCRAGGLY GRAY BUN AND WRINKLED BROW ABIDES THE WOMAN CAP CALLS VEDA--

--AND IN VEDA THERE RESIDES A DEEP AND UNWAVERING LOYALTY TO THE CORPORATION, SHIELD'S CLANDESTINE FOES.

MYSTERIES WITHIN MYSTERIES.

AIN'T LIFE GRAND?

KLIGGER...?

WE'VE FAILED.

HE LIVES.

UPSTAIRS, BLISSFULLY UNAWARE OF THE DEPTH AND BREADTH OF THE PLOT AGAINST HIM...!

IF I WERE THE SUPERSTITIOUS TYPE, I'D HAVE TO LABEL THIS YOUR BASIC BAD OMEN.

IF STEVE ROGERS' PAST IS AS COMPLETE A SHAMBLES AS THIS ROOM, I'D ALMOST RATHER NOT--!

BUT I SUPPOSE I NO LONGER HAVE THE OPTION TO REMAIN IGNORANT.

I MUST LEARN WHO I WAS BEFORE I BECAME CAPTAIN AMERICA...

...OR THE QUESTION WILL HAUNT ME 'TIL I DIE.

AT LEAST MY CIVVIES CAME THRU THE BEETLE'S ATTACK UNSCATHED...TWO SUITS... FOUR SHIRTS...ONE PAIR OF WING-TIPS ...ALL SELECTED AND PURCHASED BY SHIELD...

...IN THE UNLIKELY EVENT THAT I MIGHT CARE TO REMOVE MY MASK.

GONNA HAVE TO START DOING MY OWN SHOPPING.

GRANTED, I'M NOT FAMILIAR WITH STEVE ROGERS' TASTES... BUT ANY MAN WHO'D FEEL AT EASE WRAPPED IN THE FLAG WOULD PROBABLY DRESS MORE FLAMBOYANTLY THAN--

HMM... THE OLD LADY WAS RIGHT.

I DO NEED A SHAVE.

SHOWER, TOO, LORD KNOWS!

AFTER WHICH...

STEVE ROGERS WALKS AGAIN! A MAN HUNTING HIS OWN PAST...

...SHOULDN'T HAVE TO HIDE HIS FACE.

UNLESS, OF COURSE, IT BETRAYS HIS IRRITATION AT THE STARCH IN HIS SHIRT

--OR HIS FRUSTRATION AT TRYING TO REMEMBER HOW TO TIE A TIE!

>aargh<

I LOOK LIKE AN *INSURANCE SALESMAN*--RESPECTABLE, BUT NONDESCRIPT.

OF COURSE, WHERE I'M HEADED, THAT'S A DISTINCT *AD-VANTAGE.*

"*INCONSPICUOUSNESS* IS A WAY OF LIFE IN *WASHINGTON, D.C.*"

THUS, STEVE ROGERS MAKES THE TREK TO PENN STATION AND BOARDS THE AMTRAK METROLINER TO THE NATION'S CAPITAL...

...AND THE WORLD'S SQUAREST FIVE-SIDED STRUCTURE.

--*AVENGERS A-1 PRIORITY,* SOLDIER.

AND IF THAT WON'T DO, I CAN SHOW YOU *SHIELD* I.D.-- AND *MASTER CHARGE.*

NAH... I'LL *PASS* YOU, SEEIN' AS THE FIRST 14 CHECKPOINTS DID.

MP

RECORDS SECTION'S *THAT* WAY-- THIRD DOOR ON THE LEFT.

THAT'S CORRECT, MISS: *R-O-G-E-R-S,* DATE OF INDUCTION 15-DECEMBER-'41.

WELL, SURPRISE, *SURPRISE!*

I DIDN'T EXPECT SUCH AN *OLD* FILE TO BE SO EASY TO *LOCATE.*

FIND WHAT YOU WERE *LOOKING* FOR, MR. A-1 PRIORITY?

Y-YES...

...AND *NO.*

PVT. STEVE ROGERS

I'M AN *AQUARIUS*... MY MIDDLE NAME IS *GRANT*... MY FATHER WAS A *DIP-LOMAT*... BUT...

BIRTH DATE

BIRTH PLACE

...ACCORDING TO THE FILE ON PVT. STEVE ROGERS, I WAS BORN AND RAISED *HERE*...IN SAYVILLE, MARYLAND... JUST OUTSIDE WASHINGTON...

...IN *THIS VERY HOUSE!*

EXCEPT, THAT STORY DOESN'T JIBE AT *ALL*...

UNTIL *TODAY*, I'D BELIEVED I WAS BORN IN *NEW YORK*... THAT I'D GROWN UP IN THE *STREETS*...!

...WITH WHAT FRAGMENTARY RECOLLECTIONS I *DO* POSSESS!

NOW I DON'T KNOW *WHICH* VERSION IS TRUE! THE ARMY COULD'VE *FALSIFIED* THE RECORDS --TO PROTECT THE *FAMILY* OF CAPTAIN AMERICA--!

AND, MUCH AS I *WISH* IT WOULD--THIS HOUSE *DOESN'T* STIR ANY MEMORIES!

HAVE I RUN UP AGAINST *ANOTHER* DEAD END--?!

MAYBE *SO*...BUT I'M NOT READY YET TO ABANDON *HOPE*...NOT WITHOUT INVESTIGATING FURTHER!

THERE MUST BE *OTHER* SOURCES OF INFORMATION-- ON STEVE ROGERS *AND* THAT ESTATE!

AND THE LOCAL *WEEKLY* MAY BE JUST THE PLACE TO START *HUNTING.*

SPLAY WEEK

SPLAY W

IF NOTHING ELSE, I MAY STUMBLE ON-TO THE *OBITUARIES* OF WALTER AND ELIZABETH ROGERS--

--MY *PARENTS* --OR SO SAID THE *FILE.*

BUT MAYBE I'M *ASSUMING* TOO MUCH FROM THE CONDITION OF THE HOUSE AND THE PADLOCKED GATES.

IT *IS* POSSIBLE... THEY'RE STILL *ALIVE.*

HELLO...!

I WONDER IF YOU COULD HELP ME...I'M *RESEARCHING* AN OLD SAYVILLE FAMILY...

...THE *ROGERSES.* THEY OWNED THAT COLONIAL *MANSION* ON THE EDGE OF TOWN.

I SEE. WHAT *SORT* OF RESEARCH ARE YOU CONDUC-TING?

PERSONAL, ACTUALLY. I HAVE REASON TO BELIEVE THEY MAY HAVE BEEN...*RELA-TIVES.*

I WAS HOPING TO READ THROUGH YOUR *FILES...*

WEEKLY

WELL, I'LL *BE--!*

THERE'S SURE ENOUGH A FAMILY *RESEMBLANCE...!*

YOU'RE THE SPITTIN' *IMAGE* OF ONE OF THOSE ROGERS BOYS--THE *OLDER* ONE--!

BEG PARDON?

MIKE ROGERS--THE ONE DIED AT *PEARL HARBOR!*

Y-YOU *KNEW* THE FAMILY?

WENT TO *SCHOOL* WITH WALT! HECK, I WAS MIKE'S *GODFATHER!* WILL QUIGLEY'S MY NAME--!

MIKE... IS *DEAD,* YOU SAY?

YEAH...THE WAR WASN'T *KIND* TO THAT BROOD, *ONE* BOY KILLED, THE *OTHER* MISSING IN ACTION, NEVER FOUND...!

I GOT THE NASTY JOB OF WRITIN' *BOTH* THOSE STORIES--*AND* THE ONE ON WALT AND BETH'S *PLANE CRASH*--!

THEY'RE...*DECEASED*, THEN...WALT AND BETH?

≥SIGH≤ YEAH...SINCE SPRING OF *'55*. YOU MUST BE A PRETTY *DISTANT* RELATIVE.

VERY.

STILL...YOU *MIGHT* HAVE A CLAIM ON THE HOUSE AND GROUNDS BY NOW. BEEN *EMPTY* FOR 23 YEARS...!

BANK'S STILL HOLDING IT IN *TRUST* FOR THE *YOUNGER* BOY.

WALT 'N BETH ALWAYS FIGURED HE'D TURN UP ONE DAY...

NEVER *DID*, THOUGH.

WHAT'S *THIS*...?

MICROFILM! TAKE A LOOK! SEE WHAT I MEAN...

...ABOUT THE *RESEMBLANCE*? THAT'S *MIKE*!

LOCAL BOY DEAD AT PEARL HARBOR

"...SURVIVED BY HIS PARENTS, WALTER AND ELIZABETH ROGERS..."

THERE'S...*NO MENTION* OF A YOUNGER BROTHER.

NOPE.

BUT... *WHY?*

WALT'S *ORDERS*. HE HAD HIS REASONS ...AT THE *TIME*.

BEST WE DON'T *DISCUSS* IT, OKAY?

WITH THOSE DISQUIETING SENTIMENTS SETTLING AT THE PIT OF HIS **STOMACH**, STEVEN GRANT ROGERS **DEPARTS** THE NEWSPAPER OFFICE...

...AND RETURNS TO WASHINGTON TO SEEK THE **COUNCIL** OF AN OLD FRIEND.

IT DOESN'T MAKE **SENSE**, DOES IT? IN THE PAST FEW HOURS, I'VE UNEARTHED A **CACHE** OF INFORMATION--

--AND IT STILL SEEMS I'VE LEARNED **NOTHING!**

NONE OF IT **MEANS** ANYTHING TO ME!

IT'S JUST A **LIST** OF NAMES, DATES, AND PLACES! I CAN **RECITE** IT AS DISPASSIONATELY AS A **HISTORY** LESSON!

BUT ALL I **FEEL** IS THE GNAWING **EMPTINESS** THAT DROVE ME BACK INTO **COSTUME**...AND LED ME **HERE!**

SINCE THE DAY I FIRST **DONNED** THIS UNIFORM... THIS HAS BEEN MY... **SHRINE.**

SOMEHOW, I ALWAYS FELT WE COULD **RELATE**, AS ONE **SYMBOL** TO AN--

KRRRAAK!

GOOD GOD-- **NO!!**

FEW ARE THE SIGHTS ON THIS WORLD--OR THE **OTHERS** CAP HAS VISITED--

--OVERPOWERING ENOUGH TO **PARALYZE** THE RED, WHITE, AND BLUE AVENGER WITH SHEER **AWE.**

BUT OF THOSE FEW, THIS IS **ONE.**

UTTERLY **DISARMED,** CAP STAGGERS BACKWARD--

--INTO ONE OF THE **RARE MIS-STEPS** OF HIS CAREER.

...THE STONE FIGURE OF THE **GREAT EMANCIPATOR** HAS FREED **ITSELF** FROM ITS SEDENTARY POSTURE!

TOO ANGUISHED EVEN TO CURSE HIS OWN **CLUMSINESS,** HE TUMBLES DOWN THE MARBLE STAIRWAY...

...AND BY THE TIME HIS **HEAD** HAS STOPPED **REELING...**

WITH A SINGLE SWIPE OF ITS ARM...

KLANG!

...THE ROCK-HEWN GIANT ERASES ALL DOUBT AS TO ITS INTENT, OR THAT OF ITS MOTIVATOR.

UNNGH

WHUMP

GOT TO-- GET MY MIND WORKING--ACT-- NOT REACT--!

WHOEVER--OR WHATEVER-- ANIMATED THIS STATUE--

--CALCULATED ITS PSYCHOLOGICAL EFFECT ON ME!

THEY KNEW OF ITS SIGNIFICANCE TO MY LIFE'S PURPOSE!

RATIONALLY, I CAN ACCEPT IT AS A CREATION IN STONE--!

BUT EMOTION-ALLY--!

THAT FACE-- THE EYES--!

THEY MIRROR EVERYTHING I'VE LONGED FOR CAPTAIN AMERICA TO REPRESENT!

CHASSH!

I--CAN'T--

--MAKE MYSELF TAKE--THE OFFENSIVE--I CAN'T--!!

AAAAGH

RIBS CRACKING--SQUEEZING THE LIFE--OUT OF ME--!

IT'S--KILLING ME--IT'S KILLING ME--

--AND I DON'T WAN'T TO DIE!!

THE SHIELD'S EDGE SLICES DEEP INTO THE RAIL SPLITTER'S SKULL, AND WONDER OF WONDERS...

...THE STATUE SEEMS TO FEEL THE BLOW! FOR A MOMENT, IT GOES RIGID ONCE MORE!

ITS FEATURES REGISTER AN EERIE MIXTURE OF PAIN--AND DISBELIEF.

AND THEN, WITH AN ALMOST PALPABLE FEROCITY--IT RENEWS ITS ATTACK!

ACT--NOT REACT!

IT'S NOT--A LIVING THING--!

IT'S--NOT--LINCOLN--!!

WHATEVER MALEVOLENT FORCE IS *GUIDING* IT--IT'S ONLY A HUNK OF *ROCK*--NOTHING MORE!

WHAARSH

NOTHING--

--MORE.

CHUKK

KRROOOM!

NEVERTHELESS, CAP FINDS IT *DIFFICULT* TO WATCH THAT "HUNK OF ROCK" CRUMBLE.

AND WHEN IT LIES IN A HEAP, ITS FORMER SHAPE *UNRECOGNIZABLE*, HE CANNOT HELP BUT BOW HIS HEAD IN *MOURNING*.

AND NOT JUST FOR THE *STATUE*.

SOME INEFFABLE PART OF *HIMSELF* HAS ALSO PERISHED TODAY...

...SOME CHERISHED BELIEF ABOUT HIS OWN *IDENTITY*.

SOMETHING *INSIDE* HIM HAS *CHANGED* --RADICALLY, IRREVOCABLY--AND HE CAN ONLY *GUESS* AT WHAT THE *CONSEQUENCES* WILL BE.

HAHAHAHA

WHAT--?

OF COURSE, HE'LL HAVE MORE THAN ENOUGH TO OCCUPY HIS ATTENTION WHILE HE'S WAITING.

OBSTINATE FELLOW, AREN'T YOU, CAPTAIN? I WANTED YOU TO

DIE-E-E-E

AND YOU REFUSED TO ACCOMODATE ME! BUT MY CONTINUED EXISTENCE IS CONTINGENT UPON YOUR--

DEATH!!

THEREFORE, SIR, IT IS IMPERATIVE THAT WE CONCLUDE THIS MATTER WITH UTMOST HASTE.

I WILL KILL YOU!!

NEXT ATTACK of the SAVAGE ANIMUS!

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PRIMITIVE SAVAGERY COUPLED WITH THE MENTAL MIGHT OF FUTURE MAN!

CALL HIM ANIMUS..

CALL HIM DEATH!

1941! The world at war! And in a full-security laboratory, frail *Steve Rogers* became *Captain America*, the American *super-soldier!* For four thrilling years, he struck back at the Axis' treacherous attack— until a freak stroke of fate threw him into *suspended animation...* to awaken in the *mid-1960's*, a man *twenty years out of his time.* Since that day, *Captain America* has sought his destiny in this *brave new world.*

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IT'S THIS **SIMPLE:** ON THE LAWN OF THE **LINCOLN MONUMENT** IN WASHINGTON, D.C....

...CAP IS FIGHTING FOR HIS **LIFE.**

FWASH

IT'S THIS **COMPLEX:** HIS ADVERSARY IS A STRANGE BEING WHO APPEARS TO EMBODY THE WORST OF **BOTH** ENDS OF THE **EVOLUTIONARY SCALE,** THE SAVAGERY OF **EARLY MAN** COUPLED WITH THE MASSIVE MENTAL CAPACITY OF MAN'S FUTURE **POTENTIAL.**

CALL ME ANIMUS.

CAPTAIN AMERICA!

AND BEAR IN MIND THAT I HARBOR NO **PERSONAL** HOSTILITY TOWARD YOU.

UH-HUH...OF COURSE, I'D FIND THAT MORE *COMFORTING*...

...IF YOU WEREN'T TRYING TO *KILL* ME!

NATURALLY. I ASK ONLY THAT YOU CONSIDER *MY* DILEMMA AS WELL.

KLANK

IN ORDER TO ASSURE MY CONTINUED *EXISTENCE*, I AM CONSTRAINED TO EFFECT YOUR *DEATH*--

:UNNHH:

--DESPITE ANY OF THE NUMEROUS *QUALMS* WHICH MIGHT OTHERWISE PROHIBIT MY CLAIMING *ANY* MAN'S LIFE.

I AM *NOT* WITHOUT CONSCIENCE, SIR.

HE--*IT?* LITERALLY SENT ME *FLYING*--

--WITH NOTHING BUT THE FORCE OF HIS *MIND!*

THE *SAME* MIND THAT ANIMATED THE STATUE OF *LINCOLN*--

--AND, NO DOUBT, ALSO THE *VOLKSWAGEN* THAT ATTACKED ME THIS MORNING!*

*LAST ISSUE.--JIM

HOW IS A GLORI-FIED FOOT SOLDIER SUPPOSED TO *STOP* A MIND LIKE THAT--

--EXCEPT LIKE *THIS?*

CHUNT

SURE. ALL IT TAKES IS THE SAME *ABANDONMENT*--

--OF EVERY *PRINCIPLE* EXCEPT *SURVIVAL*--

--THAT SPURS THE CREATURE *ITSELF!*

YOU JUST BECOME YOUR *ENEMY*--

--JUST FOR A *LITTLE* WHILE--

--JUST LONG ENOUGH TO CRACK OPEN THAT MONSTROUS *SKULL* WITH YOUR BARE HANDS--

--TO INSURE YOUR *OWN* CONTINUED EXIST--

OOWWW

KRAK

S-STILL TOO-- *CIVILIZED*, I GUESS--

ANY SAVAGE-- WORTHY OF THE NAME--COULD *IGNORE* THE PAIN--!

I WONDER-- DID I KILL IT, OR--

NO!!

DEAR GOD-- IT'S *GONE*-- WITHOUT A TRACE-- IF IT WAS EVER *REALLY*--

--*WHOA*, AVENGER! GET A GRIP ON YOUR WINGED *HEAD!*

THE PHYSICAL *EVIDENCE* IS HERE --THE SHATTERED STATUE--

--AND EMPTY STONE *CHAIR* WHERE IT ONCE REPOSED--

--BEFORE THE *ANIMUS* BROUGHT IT TO LIFE!

SO YOU ARE *NOT* LOSING YOUR SENSES--

--THE WAY YOU LOST YOUR *MEMORY.*

MAYBE I SHOULD EVEN *THANK* THE ANIMUS FOR PROVIDING A MOMENTARY *DISTRACTION* FROM THAT VERY PAINFUL MATTER.

BECAUSE NOW THAT THE *MAYHEM* IS OVER--THE TERRIBLE *HOLLOWNESS* IS RETURNING, AS OVERWHELMING AS BEFORE.

WHY--?! WHY ARE THE FIRST 20 YEARS OF MY LIFE A *BLANK* TO ME??

WHY CAN'T I *REMEMBER* WHO I WAS BEFORE I DRANK THE SERUM THAT TURNED SCRAWNY *STEVE ROGERS* INTO CAPTAIN AMERICA?

AND WHY DO THE FEW FRAGMENTS OF MEMORY LEFT TO ME *CONFLICT* WITH WHAT I'VE LEARNED ABOUT MY PAST FROM STEVE ROGERS' *MILITARY* RECORDS?*

WHY??

*AS CAP DISCOVERED LAST ISSUE.--J.S.

WHAT IS IT--I'M TRYING SO HARD TO *CONCEAL* FROM MYSELF--?

AFTER ALL, THERE'S NO *SHORTAGE* OF MYSTERIES IN MY LIFE AT THE MOMENT.

IN ADDITION TO MY AMNESIA, THERE'S *VEDA*-- AND "THE *CORPORATION*"--

--AND THE *FALCON'S* SUDDEN DEPARTURE FROM HIS ASSIGNMENT WITH *SHIELD*-- AND OF COURSE, THE *ANIMUS*--!

AND *NONE* OF THEM SEEM TO *LINK UP* AT ALL--

--EXCEPT, POSSIBLY, THE ANIMUS AND "THE CORPORATION", IF--

--YEEOW!!

SCREEEECH

WHASSAMATTAWITCHA-- YA CROSSIN' WITCHER EYES CLOSED, DUMMY??

IF I HADN'A JUST BLOWN 150 BUCKS ON A BRAKE JOB, YA'D BE A RED-WHITE-'N'-BLUE PANCAKE RIGHT NOW!!

AAAH, G'WAN-- MOVE ON!

TAX

YES, SIR. THANK YOU.

I'LL TRY TO BE MORE CAREFUL.

AND I MEAN THAT, FRIEND. YOU'VE JUST POINTED OUT --GRAPHICALLY--

--THE PRIMARY DANGER I'M FACING.

IF I DON'T ESTABLISH SOME SORT OF ORDERLINESS IN MY OWN APPROACH TO THIS CURRENT CHAOS--

I'M JUST LIABLE TO GET NEG-LIGENT.

AND SLOPPI-NESS NOW COULD LAND ME IN THE MORGUE!

I NEED A PLAN OF ATTACK--OR AT LEAST A SYSTEM OF PRIORITIES.

AND ONCE I'M SETTLED BACK IN STEVE ROGERS' HOTEL ROOM--

--THAT'S EXACTLY WHAT I'M GOING TO DEVISE!

UNFORTUNATELY, ONE MORE **OBSTACLE**...

...STANDS BETWEEN CAP AND THAT MUCH-NEEDED THINKING SESSION.

OH, **NO**--!!

I--I LEFT THE HOTEL IN **COSTUME**-- BY WAY OF THE **WINDOW**--TO AVOID BEING NOTICED--!

AND SINCE I ASSUMED I'D **RETURN** THAT WAY--

--I LEFT THE **KEY** IN THE--!

AND HERE I THOUGHT YOU HAD NO SENSE OF **HUMOR**.

WHA--?

5

VEDA!!

LIVE AND IN PERSON. YOU'RE **SLIPPING**, STEVE.

64

GIVE ME THAT! HOW DID YOU GET IN HERE--?!

PICKED THE **LOCK**...

WHAT??

...WITH MY **EYELASHES**. I JUST BATTED THEM AT THE **MANAGER**, AND THE DOOR SWUNG OPEN.

BUT--HOW DID YOU **LOCATE** ME?

WELCOME TO **WASHINGTON**, CAP.

I TRIED TO **CONTACT** YOU BEFORE I LEFT NEW YORK, BUT--!

STEVE, MY **MAMA** WAS A **SECRET AGENT**, REMEMBER?

I LEARNED A FEW TRICKS OF THE **TRADE** GROWING UP.

BESIDES, YOU'RE THE OBJECT OF MY *INFATUATION*. I'D SNIFF YOU OUT IF YOU FLED TO THE *SEA OF TRANQUILITY*.

BY THE WAY, YOU LOOK *HORRIBLE*.

EXHAUSTION, KIDDO--I'VE HAD A VEXING DAY.

AND I NEED TIME *ALONE* TO REST-- AND THINK.

THAT'S A *HINT*, VEDA.

;TSK; IF YOU *SAY* SO, STEVE.

BUT THAT LONELY *WHIMPER* YOU HEAR IN THE NIGHT WILL BE *ME*... PINING.

UNTIL THE *MORN*... ADIEU!

MAYBE I *AM* CRAZY.

BUT THERE ARE STILL SOME NAGGING QUESTIONS ABOUT *VEDA*, TOO.

HER *MOTHER* WAS PRESENT AT THE *CREATION* OF CAPTAIN AMERICA, THE DAY I...

WHOA. WHAT'S THIS?

NOT ONE, BUT *TWO* LITTLE *TRACERS*, NESTLED SNUGLY ON THE BACK OF MY *SHIELD*--

--BOTH BUSILY TRANSMITTING BLEEP AFTER RADIO *BLEEP*--

--TO *SOMEBODY* WHO *DESPERATELY* WANTS TO KNOW MY *WHEREABOUTS*!

NOW WHO COULD THAT SOMEBODY BE?!?

A SPY WHO DOESN'T KNOW WHEN TO *QUIT*-- THAT'S WHO!

WELL... HE'LL JUST HAVE TO BE *SHOWN!*

K-PLUNK

SOME OF US STILL VALUE OUR *PRIVACY.*

WHOOSH

BYE-BYE, LITTLE BUGS.

THEN... *FURY?* SORRY TO WAKE YOU. I NEED A FAVOR.

INFORMATION ON A GIRL NAMED VEDA AND HER *MOTHER--*

--*AGENT R.* YEAH ;SNORF; *GOTCHA.*

NAW...IT'S OKAY...ANYTIME, PAL!

ANYTHIN' *ELSE?*

NOW THAT YOU *MENTION* IT, NICK, YES!

NO MORE TRACERS!!

I HOPE I'VE MADE MYSELF CLEAR.

KLAK!

*CHUCKLING WITH SATISFACTION AT HIS SMALL VICTORY, CAP PEELS OFF HIS LEGGINGS AND SLIPS BETWEEN THE **COVERS.***

*HIS EYELIDS **DROP.** HE DRAWS A DEEP BREATH.*

*AND SLEEP, REPLETE WITH **DREAMS,** IS UPON HIM: A FRAGILE, BONY HAND, WRITING... **WHOSE** HAND?*

Jung--animus

HIS HAND, BUT LONG AGO... BEFORE THE WAR... BEFORE THE SUPER-SOLDIER SERUM... BEFORE **CAPTAIN AMERICA**, WHEN STEVE ROGERS WAS **REAL!**

HIS MUSCLES DO NOT RIPPLE LIKE THE SEA... HIS FORM IS GAUNT AND BRITTLE, ANGULAR AND FRAIL ...BUT HIS **EYES** ARE CLEAR, HIS **MIND** ALERT, HIS ATTENTION **RIVETED**--

--ON THE FIGURE AT THE FRONT OF THE **CLASSROOM!**

--FOUR STAGES OF THE ANIMUS--

I **KNEW** IT-- I KNEW I'D HEARD THAT NAME --MY **PSYCHOLOGY** CLASS--

--IN **COLLEGE!!** PROFESSOR-- PROFESSOR-- **WHO?!**

WHAT COLLEGE? WHAT CLASS? WHAT **IS** THIS?!?

THAT DREAM-- GOOD LORD-- IF IT MEANS WHAT I **THINK** IT MEANS--

--THE INFORMATION I'VE BEEN SEEKING ABOUT MY PAST IS ALL **HERE**, VEDA-- INSIDE MY **HEAD**-- BUT INACCESSIBLE TO ME.

IS THAT **GOOD** NEWS-- **BAD** NEW-- OR JUST BREAKFAST CONVERSATION?

ANYWAY, I'VE SETTLED ON A COURSE OF ACTION. I'M TAKING THE **METRO-LINER** BACK TO NEW YORK--

--TO SEE A FRIEND OF MINE WHO SPECIALIZES IN **MIND-SCIENCE**. WITH HIS HELP, MAY-BE I CAN **UNEARTH** THOSE BURIED MEMORIES.

A LITTLE OF **EACH**, I GUESS.

YOU'RE LEAVING **TODAY?**

ON THE ONE P.M. TRAIN. AND *YOU*--?

I WISH I *COULD*-- BUT MY BUSINESS IS GOING TO *KEEP* ME IN WASHINGTON ANOTHER DAY OR TWO.

WHY THE *RUSH?* YOUR PAST ISN'T *GOING* ANYWHERE. STAY *WITH* ME.

IT'S *TEMPTING*, VEDA. BUT THERE'S AN *URGENCY* ABOUT THIS MATTER EVEN *I* DON'T FULLY UNDER-STAND.

WELL, I'LL TRY NOT TO FEEL *TOO* REJECTED...AND I'LL SEE YOU BACK IN THE *CITY*.

I HOPE YOU *FIND* YOUR ELUSIVE ROOTS.

AND I PRAY IT CAUSES YOU *MUCH* PAIN, STEVE ROGERS.

I PRAY YOU'LL *JOIN* THOSE OF US WHO *DO* REMEMBER THE YEARS OF OUR *YOUTH*...

...AND WHO ARDENTLY WISH TO *FORGET*.

A CALL FOR *ME*, WAITER?

YES, MADAM.

A GENTLEMEN. HE WOULD NOT GIVE HIS *NAME*.

KLIGGER? WE CAN BE CERTAIN NOW--CAPTAIN AMERICA'S SEARCH FOR HIS PAST IS QUITE *GENUINE*--

--AND IN NO WAY CONCERNS THE *CORPORATION*.

"NONETHELESS, VEDA, THE *BOARD* HAS VOTED IN *FAVOR* OF HIS *TERMINATION*."

"THAT WAS TO BE *EXPECTED*, WAS IT NOT?"

IT WAS...BUT WE SEEM TO HAVE *LOST* OUR TRACER SIGNAL FROM...

THE METRO-LINER... ONE P.M.... *EXCELLENT*.

I'LL BE IN *TOUCH*, MY DEAR. GOOD-BYE.

TWO P.M.: SOMEWHERE BETWEEN WASHINGTON AND NEW YORK, STEVE ROGERS MAKES YET ANOTHER ATTEMPT AT ORDERING PRIORITIES...

...ONLY TO BE THWARTED AGAIN.

...AND THEN SHE SAID, "WE DON'T HAVE A RELATIONSHIP! YOU CAN'T RELATE TO A DRAYHORSE!" WELL, I'LL TELL YOU, I WAS OFFENDED!

AND I'M NO BELIEVER IN DISGUISING MY EMOTIONS! I WANTED TO PUNCH HER FACE!

SO YOU KNOW WHAT I DID?

NO.

I TOLD HER SO! AND WAS SHE MIFFED!

YOU WERE OFFENDED, AND SHE WAS MIFFED. NOW THAT'S LIFE IN THE FAST LANE.

BUT BEFORE STEVE'S FELLOW PASSENGER CAN AGREE, THE TRAIN LURCHES FIRST UPWARD THEN TO STARBOARD...

...THEN HARD TO PORT, WRENCHING VIOLENTLY FROM ITS SPLAYED TRACK, JERKING LIKE SOME SPASTIC SNAKE AMID THE CREAKING AND CRUNCHING OF ITS OWN STEEL BODY.

KROOEECHHK

AND WHEN THOSE NOISES **SUBSIDE**, THE CRACKLING OF FLAMES AND THE CHOKED CRIES OF MEN AND WOMEN IN **AGONY** RISE TO REPLACE THEM.

NAMES OF **SPOUSES**, OF **CHILDREN**, OF **GODS** ARE SHOUTED IN DESPAIR AND PANIC.

SOME BRING FORTH **RESPONSES**. OTHERS DO **NOT**... AND NEVER WILL AGAIN.

IT IS, PLAINLY, A **CATASTROPHE**-- THOUGH ONE WHICH STEVE ROGERS HAS **SURVIVED**, AS HE HAS SO MANY BEFORE.

BUT THIS ONE IS **DIFFERENT**.

FOR HE HIMSELF IS ITS **CAUSE!** AND AS THAT THOUGHT FORMS ITSELF, SOMETHING INSIDE HIM **SNAPS!**

OFF COMES THE TATTERS OF HIS CIVILIAN GARB! **OFF** COMES THE SHIELD FROM HIS BACK!

HE BECOMES A FURIOUS **BLUR**--

--DRIVEN BY INDESCRIBABLE **RAGE**, HURTLING HIMSELF HEADLONG AT HIS ANTAGONIST, HEEDLESS OF THE **DANGER**.

AND THAT SUITS THE ANIMUS JUST **FINE**.

YOU-- YOU DID THIS--

--JUST TO GET AT ME!! ALL THOSE PEOPLE--!!

ALL THOSE LIVES LOST--ALL THAT BLOOD SPILLED-- ALL THAT ANGUISH, JUST TO--

:UNNGH:

KLANNNK

YES, MY DEAR CAPTAIN--SOLELY FOR THE PURPOSE OF SMOKING YOU OUT.

AND I CONCUR-- IT'S A TRAGIC, SHAMEFUL WASTE. THUS, I IMPLORE YOU, IN THE NAME OF ALL THAT'S HOLY--

--DIE!! LET IT BE DONE WITH!!

"IT IS FUTILE TO RESIST! MINE IS THE SUPERIOR MIND, THE SUPERIOR PHYSIQUE, THE SUPERIOR WILL! I SHALL DEMONSTRATE:

:AARRGH:

"OBSERVE HOW, WITH BUT A THOUGHT, I CONVERT YOUR ONLY MEANS OF DEFENSE--

NO--!

"--INTO A DEADLY WEAPON, DEPLOYED IN MY BEHALF.

"WON'T YOU BE SENSIBLE, CAPTAIN?"

WON'T YOU PLEEEASE--

DIE-E-EE??

ZHOOP

IT'S TRUE--HE CAN DO--ALMOST ANYTHING!

WHAT IF--HE CAN'T BE BEATEN?! WHAT THEN? ANOTHER HOLOCAUST--MORE INNOCENTS HARMED--

--WHENEVER THE MOOD STRIKES HIM--

--UNTIL I DO SURRENDER??

WAIT--HE HASN'T MOVED A MUSCLE SINCE HE TOOK CONTROL OF MY SHIELD--!

I WANT IT, CAPTAIN...

...YOUR DEATH... I WA-A-ANT IT...!

IS IT POSSIBLE...

...THAT HE CAN'T EMPLOY BOTH HIS POWER CENTERS AT ONCE?

YES!! YES!!

TO DEFLECT THE STONE, HE HAD TO DROP THE SHIELD!! HE CAN UTILIZE HIS PHYSICAL OR PSYCHIC STRENGTHS--BUT NOT BOTH IN TANDEM!!

AND HE'S NOT ADEPT AT SWITCHING MODES SO RAPIDLY!

I WAS ACTUALLY ABLE TO SURPRISE HIM--!

KLUNK!

AND IF I CAN KEEP HIM OFF-GUARD--

--I'VE GOT HIM!!

KLUD

AGAIN AND AGAIN, CAP'S ROCKLIKE FISTS POUND THE FACE AND SKULL OF THE MONSTER...

...BATTERING THE BEAST TO THE EDGE OF INSENSIBILITY...

...NEVER ALLOWING IT THE MEREST MOMENT TO MARSHAL ITS CONCENTRATION BETWEEN BLOWS.

;SOB! STOP... PLEASE...KLIGGER... HE'S KILLING ME...!

ITS PLEA COMES IN THE VOICE OF A WOMAN--BUT CAP IS ONLY DIMLY AWARE OF THAT. THE CREATURE'S DISAPPEARANCE AFFECTS HIM FAR MORE PROFOUNDLY.

CHEATED--ONE MORE TIME! IS A SINGLE DECISIVE VICTORY TOO MUCH TO ASK THESE DAYS?

PROBABLY...WHILE I'M FLOATING IN THIS PERSONAL LIMBO.

AND THEN, THE SOUNDS OF TORMENT AND DESTRUCTION --THE MOANS AND SOBS, THE HISS OF THE FLAMES-- INTRUDE UPON HIS THOUGHTS.

NOTHING AMBIGUOUS IN THE PLIGHT OF THE SURVIVORS--OR HIS DUTY TO AID IN THEIR RESCUE. AND THOUGH IT'S NOT THE OBJECTIVE REALITY HE'D HAVE CHOSEN TO CONFRONT...

...HE'LL SETTLE FOR NOW.

NEXT

CAP'S QUEST COMES TO ITS ASTONISHING CONCLUSION--AND A PERILOUS NEW CHAPTER OF HIS LIFE BEGINS WHEN YOU MEET--

THE REAL STEVE ROGERS!

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ZECK & McLEOD

1941! The world at *war!* And in a secret laboratory, frail *Steve Rogers* became the American *super-soldier!* For four thrilling years, he fought the Axis powers—until a freak stroke of fate threw him into *suspended animation.* He woke in the mid-1960s, a man *twenty years out of his time.* Since that fateful day, Steve Rogers has sought his *destiny* in this brave new world.

Stan Lee PRESENTS: CAPTAIN AMERICA!®

SATURDAY NIGHT FIGHT!

IT'S SAID THAT THE WATERS OF NEW YORK CITY HAVE BECOME CLEANER IN THE PAST FEW YEARS.

STILL, IN THE AREA KNOWN AS SPUYTEN DUYVEL, YOUR TYPICAL SUNDAY-MORNING JOGGER IS APT TO COME ACROSS ALL MANNER OF POLLUTION: TIRES, BED-SPRINGS, BROKEN BOTTLES...

DOUG--LOOK!

...AND, EVERY SO OFTEN, A DEAD SUPER-HERO?

PRESENTING AN ALL-NEW SPECIAL ISSUE BROUGHT TO YOU BY...

PETER GILLIS, GUEST-WRITER
MIKE ZECK, GUEST-PENCILER
ESPOSITO & TARTAG, INKERS
JOHN COSTANZA, LETTERER
GEORGE ROUSSOS, COLORIST
ROGER STERN, EDITOR
J. SHOOTER, EDITOR-IN-CHIEF

C-888

JEEZ, IT'S *CAPTAIN AMERICA!* IS HE *ALIVE?*

I DON'T *KNOW*, GINNY, BUT I THINK I'D BETTER *FIND OUT!*

THIS WATER'S *FREEZING*, DOUG! HOW COULD HE *SURVIVE* BEING IN THERE?

BEATS *ME*, GIN! BUT THESE *AVENGERS* ARE A *TOUCH BUNCH*. HE'S *ALIVE*...

...BUT JUST *BARELY*.

SOMETIME LATER...

MORNING, CAP! BET YOU'D LIKE THE NUMBER OF THAT *TRUCK*, WOULDN'T YOU?

HUH? WHO--?

WE'RE THE *BARBERS*, CAP. I'M GINNY AND THAT'S DOUG.

WE WERE OUT FOR OUR MORNING *JOG* WHEN WE FOUND YOU IN THE *RIVER*.

WE DIDN'T REMOVE YOUR *MASK* OR ANYTHING, CAP...

THANKS, I *APPRECIATE* THAT...

...BUT IF YOU'LL *EXCUSE* ME, I'D LIKE TO TEND TO MYSELF.

I PROBABLY LOOK LIKE HEL--!

MY FACE! THAT'S NOT MY FACE!

THIS IS CRAZY! THERE MUST BE SOME EXPLANATION...

...BUT I CAN'T REMEMBER WHAT! LORD HELP ME, I CAN'T REMEMBER AT ALL!

BAM!

CAP, ARE YOU ALL RIGHT? WE THOUGHT YOU MIGHT HAVE FALLEN...

IT WAS NOTHING... NOTHING, MAY I USE YOUR PHONE?

RIGHT HERE, CAP, HEY, EVERYTHING'S COOL -- NO NEED TO GET UPSET!

THE AVENGERS' NUMBER... THEIR ACCESS CODE... IT'S ALL A BLANK!

RELAX, MAN! YOU'RE JUST ON EDGE.

I KNOW WHEN I GET UPSET, MY BRAIN GOES ON STRIKE, TOO. JUST TAKE A CAB HOME -- TAKE A HOT BATH -- AND YOU'LL BE OKAY!

G'BYE, I-IT WAS NICE MEETING YOU!

TAXI

THANK YOU... BOTH OF YOU! BUT I'M AFRAID THAT, ONCE I GET TO AVENGER'S MANSION...

"...MY TROUBLES WILL JUST BE BEGINNING!"

WELL, THIS IS THE ACID TEST, ISN'T IT? WILL THE AVENGERS KNOW ME OR NOT?

TAXI

I'VE BEEN SUFFERING SUCH MEMORY LAPSES LATELY,* MAYBE... MAYBE I ONLY THINK I'M CAPTAIN AMERICA! NO, I CAN'T ACCEPT THAT!

*SEE RECENT ISSUES--ROG.

WHY, GOOD MORNING, SIR! DID YOU LOSE YOUR KEY?

UH, YES, JARVIS, I DID.

WOULD YOU MIND PAYING THE CABBIE OUTSIDE?

NOT AT ALL, SIR. I'LL SEE TO IT RIGHT AWAY.

HE SUSPECTS THERE'S SOMETHING WRONG, I'M SURE OF IT!

ZOUNDS! IT'S A MYSTERIOUS MASKED STRANGER IN A FLAG SUIT! WHOEVER COULD IT BE?

I'M NO STRANGER, MISTER--I'M CAPTAIN AMERICA! AND I'LL PROVE IT IF I HAVE TO!

HEY, I NEVER HAD ANY DOUBT! WHAT'S WRONG?

THIS IS! I'M STEVE ROGERS--AT LEAST, I THINK I AM--BUT THIS ISN'T MY FACE!

AM I CRAZY OR--?

HMMM--WELL, THIS ISN'T A *TRASH CAN LID*, OLD BUDDY! IT'S CAP'S *REAL* SHIELD,,, AND YOU CATCH IT ON THE *REBOUND* IN HIS INIMITABLE STYLE.

SO YOU MUST BE *YOU!*

I THINK WE *WOKE* THE REST OF THE HOUSE.

MORNING, IRON MAN... JAN,,,

WE *THOUGHT* WE HEARD VOICES...

GOOD HEAVENS, CAP! IS THAT *YOU?*

I THINK I CAN SHED A *LITTLE* LIGHT ON YOUR *NEW LOOK*, CAP.

THAT'S A GOOD QUESTION, JAN! I'VE *NO MEMORY* OF SATURDAY NIGHT... AND I'VE ACQUIRED A *NEW FACE* DURING THE INTERIM.

DON'T *FLINCH* NOW.

WAIT! WHAT ARE YOU *DOING?*

THE FEATURES ARE MADE ON AN *EX-TREMELY ADVANCED PLASTIC*... THE CLOSEST THING TO *SYNTHETIC SKIN* IN EXISTENCE!

I COULD HAVE WORN THIS FACE FOR WEEKS BE-FORE I *FELT* IT...

SOUNDS TO *ME* LIKE SOMEONE'S PLAYING *MIND GAMES* WITH THE CAPTAIN HERE.

YOU *BET* IT DOES, BEAST! AND THE CAPTAIN DOESN'T LIKE IT ONE *BIT!*

AVENGERS, I WANT TO KNOW *WHERE* I WAS LAST NIGHT... *WHO* SAW ME... AND *WHAT* I WAS DOING!

BUT, CAP--

--YOU WERE PARTYING WITH *US* LAST NIGHT! DON'T YOU *REMEMBER?*

KEEP TALKING, WASP.

"WE WERE AT A *STARK INTERNATIONAL* FUNCTION AT THE STATLER-HILTON, AND YOU LEFT EARLY WITH AN *AL AVISION*. HE SAID HE KNEW YOU FROM THE *LAST WAR*..."

WHY DON'T WE GO SOMEWHERE, CAP? TALK OVER *OLD TIMES*...

SOUNDS GOOD, AL.

NO, *ORDINARY* CAR WAX WON'T DO... IT'S A SPECIAL POLYMER THAT MR. STARK DEVELOPED--!

THEY'RE *ALL* HERE, JENETTE! YES, THE BLUE *FURRY ONE*, TOO!

THERE'S SOMETHING *WRONG*, AVENGERS. MY MEMORY OF WORLD WAR II IS *PERFECTLY CLEAR*, AND I DON'T *KNOW* ANY AL AVISION!

CAP, IF YOU NEED ANY *HELP--!*

THANKS, IRON MAN, BUT *THIS* TIME--

--IT'S *CAPTAIN AMERICA'S* SHOW!

IN THE WEEK THAT FOLLOWS, CAP COMBS THE CITY, GRILLING DESK CLERKS--

I AM SORRY. THERE IS NO ONE BY THAT NAME IN THE REGISTER.

--SUBWAY ATTENDANTS, PUSHCART VENDORS, TAXI DRIVERS...

CAP, THERE ARE THOUSANDS OF CABS, HORDES OF PEOPLE IN MIDTOWN MANHATTAN ON A SATURDAY NIGHT. I'M AFRAID IT'S HOPELESS!

NO AL AVISION IN THE SHIELD FILES, EITHER FRIEND OR FOE...

TOUGH BREAK, CAP. LISTEN, YOU OUGHTA GET SOME REST!

NO, FOOL--DR. FAUSTUS IS NOT RESPONSIBLE--

--BUT I ENVY WHOEVER IS!

SOMEONE IS DRIVING YOU MAD, CAPTAIN, AND IT SEEMS HE'S DOING AN EXCELLENT JOB!

I'VE GOT TO SNAP *OUT* OF IT! I'M RUNNING AROUND IN *CIRCLES* GOING OVER THE SAME GROUND! IT *IS* DRIVING ME MAD!

WELL, THERE'S NOTHING LIKE A LITTLE *WORKOUT* TO CLEAR THE OLD HEAD!

AHK! MY *ARM*... FEELS LIKE IT'S ON *FIRE!* WHAT THE DEVIL--?

BEE STINGS?!?

MOMENTS LATER, IN THE AVENGERS' BIO-CHEM LAB...

THE *BLOOD ANALYZER* SHOULD GIVE ME AN ANSWER IN A MATTER OF SECONDS.

ANALYSIS: BRAZILIAN SPIDER VENOM IN LARGE AMOUNTS... EXCEEDING LETHAL DOSAGE...

ONLY SUBJECT'S UNIQUE BODY CHEMISTRY PREVENTS IMMEDIATE DEATH...

THEY DIDN'T WANT TO DRIVE ME *MAD*, THEY WANTED TO *KILL* ME! BUT WHY... *WHY?!*

WHY COVER MY FACE WITH AN *ELABORATE MASK?* WHY *DYE* MY HAIR? IT DOESN'T MAKE *SENSE!*

WAIT... MAYBE I'VE BEEN SEEKING TOO COMPLEX AN EXPLANATION FOR ALL THIS. MAYBE IT'S TIME I TRIED ANOTHER TACK.

ALL IN-COMING CALLS TO AVENGERS' MANSION ARE MONITORED... PERHAPS IF I PLAY BACK THE TAPES OF THE WEEK BEFORE THE PARTY!

IT'S 4 A.M., SIR! ARE YOU SURE YOU WON'T HAVE SOME HOT COCOA?

NOT NOW, JARVIS. I THINK I'VE FOUND THE CALL I'M LOOKING FOR!

"CAP?"... "YES?"... "SATURDAY NIGHT-- AT THE PARTY--I'LL BE CALLING MYSELF AL AVISION!"... "THEN IT'S ALL SET?..." "YES!"

THAT'S IT! THAT'S THE CLUE I NEEDED! JARVIS, SUMMON THE AVENGERS! HURRY, MAN!

SORRY I WOKE YOU, BUT I'M NOW SURE I DID KNOW THIS AL AVISION, THOUGH BY ANOTHER NAME... BUT I NEED TO KNOW MORE!

WHAT DID HE LOOK LIKE? WHAT WERE HIS EXACT WORDS?

REMEMBER FOR ME! YOU MUST!

I DON'T *KNOW*, CAP... THERE WERE *HUNDREDS* OF PEOPLE THERE. WE ONLY GOT A *GLIMPSE*--!

YOU'VE GOT TO *TRY*, BEAST! YOU'VE *GOT* TO!

WHAT'S TO *SAY*? HE LOOKED LIKE A DOZEN OTHER MEN THERE... *DARK*... *LATE 30'S*...

MR. AVISION WOULD SEEM TOO *YOUNG* TO BE A *WORLD WAR II* VETERAN, CAP.

HEY! HE DIDN'T *SAY* "*WORLD WAR II*"... HE SAID "*THE LAST* WAR"! COULD HE HAVE MEANT *'NAM*?

NO, I *WAS* IN VIET NAM FOR A WHILE, BUT I WORKED *ALONE*!*

WAIT! THE *LAST WAR*! HE COULD ONLY HAVE MEANT *ONE THING*--

*CAP #125 --ROG.

--THE *MADBOMB WAR*!

I ONLY PRAY THAT I'M *RIGHT*... AND IN *TIME*!

ARGYLE FIST HERE! CAP! WHERE IN BLAZES ARE YOU? YOU'RE SUPPOSED TO BE ON THE MADBOMB CONVOY ASSIGNMENT!

YOU'RE NOT KIDDING IT HAS, MISTER! YOU AND KEN ASTOR--

SOMETHING'S GONE WRONG, GENERAL...

--WERE SUPPOSED TO INFILTRATE AND STOP THE POTENTIAL HI-JACKERS OUR AGENTS HAD UNCOVERED.

WE...FAILED, GENERAL! THEY DISCOVERED US. I GOT OUT ALIVE.

I...DON'T THINK KEN WAS THAT LUCKY.

"BUT THIS IS DISASTEROUS! THE TRUCKS CARRYING THE MADBOMB COMPONENTS MOVED OUT AN HOUR AGO!

"ASTOR KNEW ALL THE PASSWORDS! IF THEY GOT THEM OUT OF HIM--

"--THERE'S NO TELLING WHAT MAY HAVE HAPPENED!"

MERE MOMENTS LATER, A SHIMMERING DART OF A CRAFT SPEEDS CAP THROUGH THE DAWNING SKIES...

I'VE GOT TO REACH THAT CONVOY! IT'S ALL COMING BACK TO ME NOW!

"I HAD TO PUT ON THE DISGUISE MYSELF, IN PREPARATION FOR THE ASSIGNMENT..."

THAT WAS QUITE A PARTY, CAP!

NOT HALF AS EXCITING AS THE ONE WE'RE HEADED FOR, KEN.

WELL, HERE'S THE ENEMY'S INNER SANCTUM. IT'S NOT MUCH, BUT WE CALL IT HOME.

AND WAIT'LL YOU MEET THE DEN MOTHER OF THIS LITTLE GATHERING!

THERE'S THE CONVOY!

THEY'RE TURNING OFF THE ROAD -- THEY'VE ALREADY BEEN TAKEN OVER!

AND I'LL BET THAT KEN'S "DEN MOTHER" IS RIGHT AT THE HEAD OF THE PACK!

"HIS NAME IS TARANTULA!"

GREETINGS, MI AMIGOS! I WELCOME YOU--

--TO THE BIGGEST, MOST PROFITABLE OPERATION IN HISTORY!

WE--EH? SENOR SUERTE.!* WHAT IS THE MATTER?

NOTHING, MY ASSOCIATE! IT IS MERELY TIME TO SPRING OUR LITTLE TRAP! THOSE TWO MEN BY THE DOOR--

*REMEMBER HIM FROM LUKE CAGE #10-11? --ROG.

--THEY ARE SPIES!

I THINK SOMEBODY BLEW THE WHISTLE ON US, CAPTAIN MINE!

IT'S OKAY, PARTNER! STEALTH WAS NEVER MY STRONG SUIT, ANYWAY

"SENOR SUERTE--MISTER LUCK, SPANISH STYLE! WITH THE MADBOMBS IN HIS GRASP, HE FIGURED HE'D BE HOLDING ALL THE CARDS!

"WELL, SORRY, MI AMIGOS--"

--BUT I'M RAIDING THE GAME!

RAK

AND THIS TIME, TARANTULA, THE BATTLE WON'T END THE WAY IT DID SATURDAY NIGHT, WHEN YOU TRAPPED KEN AND ME IN YOUR DEN OF VIPERS!

WHAM

"YOU REMEMBER SATURDAY NIGHT, DON'T YOU TARANTULA?"

YOU ARE AS BLUNDERING AS THE NATION YOU REPRE-SENT, CAPTAIN!

I SAID I DISLIKE STEALTH, TARANTULA!

I PREFER BATTLE AGAINST THE ENEMIES OF HUMANITY, AND, SENOR--

--YOU QUALIFY!!

YOU'RE THE REASON I CAN NEVER REST! YOU'RE THE CAUSE!

YOU ARE WHY A MAN OF PEACE MUST WAGE WAR!

WAR IS BUT A GAME...AND IT ALWAYS PAYS TO HAVE--!

AN ACE-IN-THE-HOLE, COMPADRE!

"MY BODY SCREAMED AT HIS TOUCH!

"MY BRAIN FOUGHT THE SURGING CURRENT--

"--AND LOST."

YOU POISONED ME WITH TARANTULA'S VENOM... THREW ME IN THE RIVER TO DIE... TORTURED A FINE MAN FOR THE SECRETS HE HELD!

WELL, NOW IT ALL COMES DUE, MONSTERS! YOU'RE FACING THE NEMESIS OF EVERYTHING YOU STAND FOR!

YOU'RE FACING CAPTAIN AMERICA!

MADRE DE DIOS! IT IS NOT POSSIBLE! WE KILLED YOU!

ON THE CONTRARY, MUCHACHO! I MYSELF WAS LEFT FOR DEAD ONCE.* THE CAPTAIN SIMPLY HAD LUCK ON HIS SIDE--!

* HERO-FOR-HIRE #11--ROG.

I'VE MORE THAN THAT GOING FOR ME!

WHANG!

OF COURSE, CAPTAIN! I HAVE LEARNED IT IS BEST TO HELP LUCK ALONG--

--WITH OTHER THINGS!

AS YOU SHALL SEE!

DON'T BET ON IT, SUERTE!

YOU HAVE RUINED EVERY-THING!

YOU KILLED MY FRIEND...TRIED TO KILL ME...

...YOU WOULD SUBJECT THE WORLD TO BLACKMAIL AND GENOCIDE!

TELL ME, TARANTULA--

--WHAT DID YOU EXPECT?!

THUD

KOOM

WELL, CAP! I SEE YOU STARTED WITH-OUT US THIS TIME!

WE'LL DO THE MOPPING UP, SON. YOU DESERVE A REST.

THANK YOU, SIR. I... GUESS I DIDN'T DO TOO BADLY FOR A SATURDAY NIGHT'S WORK.

END

WE'LL RETURN TO OUR REGULAR STORY LINE NEXT ISSUE--BE HERE!

CAPT. AMERICA ™

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CAPTAIN AMERICA®

THIS ISSUE--A CAPTAIN AMERICA YOU'VE NEVER SEEN BEFORE!

ROBBINS· austin

THE SECRET OF... CAP'S OTHER LIFE!

1941! The world at *war!* And in a secret laboratory, frail *Steve Rogers* became the American *super-soldier!* For four thrilling years, he fought the Axis powers—until a freak stroke of fate threw him into *suspended animation.* He woke in the mid-1960s, a man *twenty years out of his time.* Since that fateful day, Steve Rogers has sought his *destiny* in this brave new world.

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TYPIST • LAYOUTS • FINISHED ART • G. ROUSSOS, COLORIST • EDITOR • EDITOR-IN-CHIEF

CONCLUDING— THE SEARCH FOR STEVE ROGERS!

DEVASTATION!

THE ATTACK OF THE SAVAGE **ANIMUS** HAS LEFT THE WASHINGTON-TO-NEW YORK **METRO-LINER** A TWISTED, FLAMING **SHAMBLES**...

...NOT UNLIKE THE **MIND** OF CAPTAIN AMERICA, AS HE SURVEYS THE WRECKAGE.

FOR HE, IN A SENSE, WAS THE **CAUSE** OF THIS TRAGEDY.

THE ANIMUS **ATTACKED** THIS TRAIN FOR THE SOLE PURPOSE OF GETTING AT **ME!**

AND JUST WHEN I WAS ABOUT TO DESTROY **IT,** IT VANISHED INTO--!

EH?

*THE STAR-SPANGLED AVENGER **WHIRLS,** BRACED FOR BATTLE, AND IS **STUNNED** TO BEHOLD...*

FURY!!

I THOUGHT I'D MADE IT **CLEAR** I DIDN'T WANT YOU KEEPING **TABS** ON ME!

SO YOU DID, SO YOU **DID.**

BUT WE DIDN'T EXACTLY **NEED** A TRACER ON YOUR SHIELD TO LOCATE YOU **THIS** TIME, WING-HEAD.

MY BOYS GOT THEIR INFO FROM **CBS, NBC, ABC**--AN' **ETC.** GET THE PICTURE?

IN DYING **COLOR.**

SORRY, NICK-- I WASN'T **THINKING.**

YEAH--I **NOTICED.** IN OUR LINE O' WORK, THAT CAN BE **FATAL,** Y'KNOW.

I'M NOT UP FOR A **LECTURE,** NICK. DON'T--!

WELL, YER GONNA GET ONE **ANYHOW!** SO SHADDAP AN' PRICK YER **EARS!**

YOU BEEN SO **OB-SESSED** WITH YER HUNT FOR YER **PAST**-- YA CAN'T SEE THE BLASTED **PRESENT** ANYMORE.

I CAN UNDERSTAND WHAT IT MUST **FEEL** LIKE-- NOT KNOWIN' WHO YA WERE BEFORE YA BECAME **CAPTAIN AMERICA**--!

NO, YOU **DON'T,** NICK. NO ONE CAN.

BUT YOU **MAY** BE ABLE TO HELP ME **UNEARTH** THOSE BURIED MEMORIES.

THEY'RE **IN HERE**, NICK--IN MY **HEAD**-- I'VE GLIMPSED THEM RECENTLY IN **DREAMS**.

TERRIFIC. I KNOW THIS **GYPSY** DOWN ON 34TH AN' YORK, WHO--!

I HAD A SLIGHTLY MORE **SCIENTIFIC** APPROACH IN MIND, NICK.

I WANT YOU TO GET ME IN TO SEE **MASON HARDING.**

MASON HAR-- THE SKUNK WHO INVENTED THE **MADBOMB?!?**

THE MAN WHO **SOLD** THE UNITED STATES?!*

CHEESH! YER WORSE OFF THAN I **THOUGHT!**

I'D SOONER THROW MYSELF ON THE MERCY OF A HUNGRY **TIGER** THAN GO BEGGIN' **HIM** FER HELP!

THE DEBATE CONTINUES FOR SOME **FIFTY-PLUS STORIES** TO THE GROUND --AND ANOTHER DOZEN OR SO **SUBTERRAINEAN** LEVELS--

--UNTIL THE PAIR **EMERGES** INTO **S.H.I.E.L.D.** HEADQUARTERS, FAR BELOW THE MANHATTAN STREETS.

SO HE **REPENTED!** BIG DEAL! **LUCRETIA BORGIA** WAS PROB'LY SORRY, TOO!

LAST SEEN IN C.A. #199 --ROG.

DOES MY IRISH HEART *GOOD* TO SEE YOU BOYS GETTIN' *ALONG* AGAIN!

WIPE THAT *SMILE* OFF YER WHISKER, DUGAN! WE GOT A *MENTAL CASE* ON OUR HANDS!

EXACTLY! AND WHATEVER ELSE HARDING MAY BE--

--HE'S STILL THIS NATION'S FOREMOST AUTHORITY IN ADVANCED *MIND SCIENCE!*

AWRIGHT, BLAST IT-- *AWRIGHT!* CALL THE WARDEN AT THE *FEDERAL PRISON!*

TELL 'IM HARDING CAN EXPECT A RED, WHITE, AN' BLUE *VISITOR.*

ALL IN GOOD TIME, BOSS. FIRST, DUM DUM'S GOT A *PRESENT* FOR YA.

THE *COMPANY MEN* PASSED ALONG THE *FILE* CAP WANTED--

--YOU KNOW THE ONE ON *VEDA,* THE LITTLE CHICKEE WHO'S BEEN CHASIN' AFTER *CAP*--

--AN' VEDA'S DEAR, SWEET *MOMMA*--THE LADY CALLED *AGENT "R."* SOME DOLL, AIN'T SHE?

NICK...THIS WAS THE WOMAN WHO WAS PRESENT THE DAY I DRANK THE *SUPER-SOLDIER SERUM* THAT TURNED *STEVE ROGERS* INTO CAPTAIN AMERICA.

SHE *WASN'T* DISFIGURED THIS WAY BACK IN '41. SOMETHING HAPPENED *SINCE--!*

AN' I GOT ME A *HUNCH* WE BETTER GOLDANGED WELL FIND OUT *WHAT!*

SO NOW YA GOT *TWO* ERRANDS TA RUN, YA OL' WALRUS! FIGGER YA CAN *REMEMBER* 'EM BOTH?

NO SWEAT! HAM 'N CHEESE ON *RYE--*

"--AN' CALL THE WARDEN AT THE **FEDERAL PEN!**"

THIS VISIT IS **MOST** UN-EXPECTED, CAPTAIN AMERICA.

I'D HEARD THAT HARDING VERY NEARLY **KILLED** YOU AND YOUR PARTNER, THE **FALCON.**

YOU HEARD **CORRECTLY,** WARDEN. BUT HE ACTED UNDER **DURESS.**

HIS DAUGHTER'S **LIFE** WAS BEING THREATENED BY THE SABOTEURS WHO **USED** HIM.

IT'S A **LONG** STORY.

BUT I'M CONVINCED ENOUGH OF HIS BASIC **DECENCY**...TO BRING HIM THE MOST **DIFFICULT** PROBLEM OF MY LIFE.

THIS IS A **PRIVATE** MATTER, IF YOU DON'T MIND, WARDEN?

NO...OF COURSE NOT.

THEY DIDN'T TELL YOU I WAS **COMING,** DID THEY, DR. HARDING?

I--I'M AFRAID I'M **FLABBER-GASTED,** CAPTAIN...

...AND AT A **LOSS** TO IMAGINE WHAT I MIGHT DO FOR **YOU.**

I'M A VICTIM OF A KIND OF--**AMNESIA,** DOCTOR.

MY FIRST 18 YEARS ON EARTH--ARE A **BLANK** TO ME.

GOOD HEAVENS!

I'VE SPENT THE LAST SEVERAL WEEKS ATTEMPTING TO **TRACK DOWN** MY LOST PAST--

--AND I'VE RUN INTO ONE **DEAD END** AFTER ANOTHER.

THE FEW FRAGMENTARY **MEMORIES** LEFT ME CON-TRADICT THE MATERIAL IN MY **ARMY** RECORDS--

--AND I'VE HAD--**DREAMS**--THAT CONTRADICT BOTH THOSE SOURCES!

BUT IF ALL THOSE RECOL-LECTIONS REALLY *ARE* LOCKED UP SOME-WHERE IN MY BRAIN--

--YOU THOUGHT *HYPNOSIS* MIGHT BE THE KEY. IT'S *POSSIBLE.*

BUT I SHALL REQUIRE YOUR COMPLETE *CO-OPERATION,* CAPTAIN--AND I OFFER NO GUARANTEES.

I UNDERSTAND.

THEN--LET'S MAKE THE *ATTEMPT.* LOOK DEEPLY INTO MY *EYES,* CAPTAIN-- AND *RELAX.*

CLEAR YOUR MIND OF ALL THOUGHT-- LISTEN TO YOUR *HEART-BEAT*--FEEL ITS--!

CAPTAIN?

IT'S *USELESS,* HARDING! I WAS TRAINED TO *RESIST* HYPNOSIS!

AND MY NAME ISN'T--*"CAPTAIN!"* OR IT WASN'T *--ONCE!*

IT'S *STEVE*-- STEVEN GRANT ROGERS--*HE'S* THE ONE YOU HAVE TO REACH! THE MAN *BEHIND* THE MASK!!

BUT THERE'S NO *WAY,* IS THERE? I'M *SUFFOCATING* IN THIS VACUUM AND THERE'S *NO WAY--!!*

THAT MAY NOT BE TRUE-- *STEVE.*

BEFORE "THE ELITE" FORCED ME TO WORK ON THE *MAD-BOMB,* I WAS DEVELOPING *ANOTHER* DEVICE--A DIFFER-ENT SORT OF MIND PROBE-- FOR HUMANITARIAN PURPOSES--!

WHAT?!

GUARD!! I WANT *OUT* OF HERE--*NOW!!*

B-BUT-- SURELY YOU CAN'T EXPECT THEM TO *RELEASE* ME TO--!

IT CAN BE *ARRANGED,* HARDING-- AND IT *WILL!*

YOU'RE GOING TO *EMPLOY* THAT DEVICE ON ME, DOCTOR?

MEANWHILE, IN THE UPTOWN **EXECUTIVE SUITE** OCCUPIED BY THE MYSTERIOUS GROUP KNOWN AS "THE **CORPORATION**"...

YOU ASKED TO **SEE** ME, KLIGGER?

THAT I DID, **VEDA.** DO COME IN. HAVE A SEAT.

YOU'RE UNUSUALLY **FORMAL** THIS AFTERNOON, KLIGGER.

MAY I ASK **WHY?**

CERTAINLY.

YOU'VE BECOME... A **PROBLEM** FOR US, MY DEAR.

S.H.I.E.L.D. HAS BEEN INVESTIGATING YOUR BACKGROUND ...AND YOUR **MOTHER'S.**

I'M SURE YOU UNDERSTAND THE **SERIOUSNESS--**

OH, **INDEED!** THIS **IS** A PROBLEM--**ALMOST** AS GRAVE AS YOUR AGENTS' **FAILURES** AT DESTROYING CAPTAIN AMERICA!

AN EXCELLENT POINT, MY DEAR. **TOUCHÉ!**

OF COURSE, WE'RE **ASSUMING** THEN THAT NO GENUINE **AFFECTION** HAS DEVELOPED BETWEEN YOURSELF AND OUR **TARGET...**

...THAT **YOU** HAVE NOT TAKEN STEPS TO **UNDERMINE** MY EFFORTS.

YES...WE **ARE** ASSUMING THAT. FORTUNATELY, IT HAPPENS TO BE **TRUE.**

AS I ASSESS IT, KLIGGER, WE'VE ONLY TWO **OPTIONS.** EITHER WE BECOME **ENEMIES...**

...OR EVEN CLOSER ALLIES. I PREFER THE **LATTER.**

IF ONLY I COULD SAY THE **SAME,** MY DEAR.

BUT YOU'VE BECOME A **TERRIBLE** LIABILITY TO THE **CORPORATION** AND ITS GOALS...

"...AND SO I'VE OBTAINED AUTHORIZATION FROM THE **BOARD OF DIRECTORS...**

"...TO EFFECT YOUR **PERMANENT DISMISSAL.**

"I **WISH** THERE WERE ANOTHER **WAY,** VEDA. BELIEVE ME, I DO."

I LOATHE MOST OF **ALL** FALLING VICTIM TO THE CAPRICE OF **CIRCUMSTANCE.**

÷SIGH÷ MRS. WOODSHAW, SEND IN A **CUSTODIAN,** PLEASE?

SIR?

A **CUSTODIAN,** MRS. WOODSHAW. SOMEONE SPILLED **ASHES** ALL OVER MY FAVORITE **CHAIR.**

SO MUCH FOR TODAY'S LESSON ON THE **CORPORATE CONSCIENCE.**

WE TURN OUR ATTENTION NOW TO A LABORATORY IN WHAT PASSES FOR RURAL **CONNECTICUT.** SEVERAL **HOURS** HAVE PASSED. SEVERAL THOUSAND **HEATED WORDS** HAVE BEEN EXCHANGED. AND **NICK FURY,** AGAINST HIS BETTER JUDGMENT, HAS CAPITULATED **AGAIN.**

IT IS...**UNNERVING,** MR. FURY, TO HAVE THAT SINGLE EYE **FIXED** ON THE CENTER OF MY **BACK.**

I **ASSURE** YOU FOR THE **47TH TIME**-- YES, I'VE KEPT COUNT-- THAT I MEAN CAPTAIN AMERICA **NO HARM!**

GOTCHA! YER JUST EAGER TA HELP 'CAUSE WITHOUT **CAP,** YA MIGHT NEVER HAVE SEEN THE INSIDE OF A **PENITENTIARY!**

YER MOTIVATED BY SHEER **GRATITUDE!**

FURY, THAT'S **ENOUGH!** I TRUST DR. HARDING! I-- **HAVE** TO.

THERE MAY BE SOME-- **DISCOMFORT** AT FIRST, STEVE. IT WILL PASS.

IT'S **OKAY**, DOC. **NOTHING** COULD BE MORE PAINFUL THAN THIS--**NOT KNOWING.**

FOR **YOUR** SAKE, STEVE, I HOPE THAT'S **TRUE.**

HUH?! WHAT IN SAM HILL IS ***THAT*** SUPPOSED TA MEAN?!?

SOMETHING **I** LEARNED LONG AGO, FURY. THERE **ARE** TIMES...WHEN IGNORANCE **IS** BLISS.

WITH THOSE OMINOUS WORDS, HARDING TWISTS THE FATE-FUL **DIAL!**

ENERGY CRACKLES ABOUT CAP'S HEAD, JABBING AND TICKLING AT MASSES OF **BRAIN CELLS...**

...REAWAKENING **MEMORY CENTERS** THAT HAVE LAIN **DORMANT** FOR LONG YEARS.

AT FIRST, THERE ARE ONLY **COLORS**-- THEN **PICTURES**-- BUT WITHOUT **SOUND.**

HE SEES A YOUNG BOY--BLOND--ATH-LETIC--**ECSTATIC** AS HIS **BAT** CONNECTS WITH THE BALL.

THE CROWD **ROARS**--AND HE SEES **ANOTHER** TOW-HEADED YOUNGSTER--EQUALLY JOYOUS--

--BUT THIN AND **WAN,** FRAIL AND JUST A LITTLE **SAD-EYED.**

"SAFE!" CRIES THE UMPIRE.

AND THE SOUND OF HIS VOICE AND THE SOUND OF CHEERING ECHO LIKE THUNDER ACROSS THE CHASM OF TIME.

ATTABOY!! ATTABOY, MIKE!

WHAT DO YOU THINK OF YOUR BIG BROTHER, HUH, STEVIE? ISN'T HE SOMETHING? YOU GOT-TA BE PROUD OF A KID LIKE THAT!

I-- I AM, DADDY! I'M PROUD!

AND HE IS--BUT THE YOUNG STEVE ROGERS IS ALSO VERY DIFFERENT FROM HIS OLDER BROTHER MIKE.

A BIT MORE PENSIVE, A BIT MORE WITHDRAWN, A BIT LESS DEPENDENT UPON THE CHEERS OF THE CROWD, STEVEN IS DRAWN TO SLIGHTLY GENTLER PURSUITS.

MY GOODNESS, STEVEN, YOU'RE CERTAINLY ABSORBED IN YOUR WORK!

LET'S SEE WHAT YOU'VE GOT HERE.

IT'S OUR HOUSE, MOMMY!

SO I SEE! A SLIGHT CUBIST INFLUENCE, BUT IT'S VERY GOOD!

STEVIE! C'MON! JOIN YOUR BROTHER AND ME FOR A GAME OF CATCH!

YOU CAN'T SPEND YOUR WHOLE LIFE DOODLING!

MOMMY...DO I HAVE TO?

JUST FOR A LITTLE WHILE.

WALTER ROGERS WASN'T A BAD FATHER--JUST ANXIOUS TO SEE HIS SONS GROW TALL--AND STRAIGHT.

HERE IT COMES, STEVIE! CATCH!

PERHAPS EVEN... OVERANXIOUS.

OWWW!

I TOLDJA, DAD--I TOLD-JA! ÷HAHA÷ STEVIE CAN'T CATCH A COLD!

ELIZABETH ROGERS AND HER HUSBAND RACE TO THEIR YOUNGER SON'S SIDE.

MAKE NO MIS-TAKE: BOTH ARE CONCERNED.

IT-- IT'S OKAY-- JUST A BUMP--!

BUT THERE ARE OTHER EMOTIONS AT PLAY HERE, AS WELL. ELIZABETH IS ANGRY...

...AND WALTER, WELL, DISAPPOINTED.

AS FOR YOUNG STEVE--HE'S RESIGNED HIMSELF TO THE LIFEPATH HIS LESS ATHLETIC FORM HAS DICTATED.

WAR AND PEACE VOL I

THROUGH THE YEARS HE PURSUES HIS ARTISTIC IMPULSE, READS VORACIOUSLY, AND SPENDS MUCH OF HIS TIME ALONE.

AND HE'S CONTENT ENOUGH WITH THAT.

WALTER, HOWEVER, IS NOT.

IT ISN'T NORMAL! HE HAS NO FRIENDS, NO INTEREST IN GIRLS OR SPORTS--!

HE SPENDS ALL HIS TIME LOCKED UP IN THERE WITH HIS PAINTS AND HIS BOOKS--!

I WORRY ABOUT HIM, ELIZABETH.

WHY CAN'T HE BE JUST A LITTLE MORE LIKE MIKE?

BECAUSE I'M NOT MICHAEL! IS THAT SO HARD TO UNDERSTAND?!

I'M THE SCRAWNY ONE-- THE SENSITIVE ONE-- THE FAMILY LET-DOWN! AND I DON'T APOLOGIZE!

YOU ARE NOT TO ADDRESS ME IN THAT TONE, YOUNG MAN! IS THAT CLEAR?!

WE DO NOT SHOUT IN THIS HOUSE! NOR DO WE EAVESDROP!

BUT IT'S OKAY TO TALK BEHIND MY BACK, RIGHT, DAD?

WALTER PIVOTS AND STORMS DOWNSTAIRS. ELIZABETH, DISTRAUGHT, TRIES HER BEST TO MAKE PEACE-- OR AT LEAST RESTORE TRANQUILITY.

SHE FAILS. THE RESENTMENTS ARE OUT IN THE OPEN NOW...

SLAM

...AND THERE THEY RE-MAIN FOR YEARS TO COME.

YOUR BROTHER IS HOME, STEVE. PLEASE JOIN US DOWNSTAIRS.

SOME WOUNDS, THOUGH, HEAL WITH TIME. STEVE'S ADMIRATION FOR HIS OLDER SIBLING SUPER-CEDES THEIR RIVALRY.

I GUESS **ANNAPOLIS** AGREED WITH YOU, MIKE. YOU LOOK **TERRIFIC.**

YOUR BROTHER'S BEING **GENEROUS,** MIKE. HE DOESN'T **BELIEVE** IN THE MILITARY.

OH?

HE'S NOT **CONCERNED** WITH THE PROBLEMS IN **EUROPE**-- OR THAT MAD-MAN **HITLER!**

HE'S GOING TO **COLLEGE** THIS FALL--TO STUDY **FINE ART**--AND CUDDLE UP TO HIS SOCIALIST, PACIFIST, SCUM-OF-THE-EARTH **FRIENDS!**

THAT'S **RIGHT,** MIKE.

FIFTEEN YEARS I'VE GIVEN TO THE **STATE DEPART-MENT,** AND--!

AND YOU **STILL** HAVEN'T LEARNED THAT **DIPLOMACY** BEGINS AT **HOME!**

WELL, DON'T GET INTO YOUR USUAL **DITHER,** DAD. I'M LEAVING **EARLY.**

I WOULDN'T WANT THE FELLERS AT **STATE** TO JUDGE YOU BY THE **FAMILY** YOU KEEP.

AND SO, IN EARLY **SUMMER,** STEVE ROGERS DEPARTS HIS SAYVILLE, MARYLAND HOME--

42ND ST

BROADWAY

--FOR THE ISLAND OF **MANHATTAN.**

HE FINDS A **JOB.** HE FINDS A **ROOM.** HE SEES THE SIGHTS...

...AND SURVIVES UNTIL **SEP-TEMBER,** 1941, WHEN HE ENTERS **EMPIRE STATE UNI-VERSITY** ON A SCHOLARSHIP.

INITIALLY, THE FRESHMAN STEVE FINDS IT **DISCONCERTING**...TO BE **ENCOURAGED** TO DEVELOP HIS ARTISTIC TALENTS.

BUT HE **ADAPTS** QUICKLY...

...NOT ONLY TO THE **ACADEMIC** ENVIRONMENT BUT TO ITS SOCIAL COUNTERPART, THE OPEN-AIR **CAFES** OF GREENWICH VILLAGE, THE SPIRITED AESTHETIC AND **POLITICAL** DEBATES.

THUS FALL PASSES HAPPILY INTO **WINTER**...

...UNTIL ONE SUNNY SUNDAY MORNING IN **DECEMBER** WHEN THE WORLD FALLS **ASUNDER**.

...COMBINED ELEMENTS OF THE JAPANESE NAVAL AND AIR FORCES ...PEARL HARBOR...

GOOD LORD.

MIKE WAS STATIONED IN **HAWAII**--IF THE BOMBING WAS **HALF** AS SERIOUS AS **ROOSEVELT** MADE IT SOUND--!

MOM?! IT'S ME-- STEVE!

I JUST HEARD! WHAT ABOUT MIKE?

ELIZABETH'S ANSWER IS BARELY **AUDIBLE** THROUGH HER **SOBS**, BUT THE TEARS SPEAK ELOQUENTLY ENOUGH.

W-WALTER...STEVEN WANTS TO SPEAK WITH YOU...HE'S UPSET, TOO. WON'T YOU--

NO.

HE WOULDN'T EVEN **TALK** TO ME--WOULDN'T EVEN LET ME SAY HOW SORRY-- HOW DEEPLY **I'M** HURTING!

AS USUAL...**HIS** FEELINGS ARE ALL THAT MATTER.

SO I GOT FROM DAD WHAT I SHOULD'VE **EXPECTED!** BUT...I CAN'T LET THAT **THROW** ME...THERE'S **MORE** TO CONSIDER... **MUCH** MORE!

I'VE ALWAYS **LOATHED** THE IDEA OF **WAR**...OF VIOLENCE OF **ANY** KIND...AND YET--!

"WHAT IF THERE ARE FORCES IN THE WORLD--**EVIL** FORCES--THAT CAN'T BE STOPPED BY ANY **OTHER** MEANS?"

THOSE **NEWSREELS**... THE GERMANS HAVE GONE **MAD**... THE JAPANESE HAVE COMMITTED THEMSELVES TO WORLD CONQUEST!

AND AS MUCH AS I **DESPISE** THE WHOLE MILITARIST MENTALITY--AS **VILE** AS I FIND THE NOTION OF ORGANIZED **SLAUGHTER**--

--DAMMIT, THERE'S **NO OTHER WAY!**

SOMEONE'S GOT TO PUT A **HALT** TO THE LUNACY THAT'S GRIPPED THIS PLANET--**AGAIN!**

AS ONE OF THE **SANE** PEOPLE--I'M **OBLIGATED**, LIKE IT OR **NOT!**

*AND SO, STEVEN GRANT ROGERS--PAINTER, PACIFIST, SCHOLAR--AFTER ANOTHER **WEEK** OF AGONIZED SOUL-SEARCHING, TAKES THE HIKE TO THE **INDUCTION** CENTER AT **WHITEHALL STREET** AND MEETS WITH...*

REJECTION?!?

SORRY, KID.

REJECTED

TH-THEY CAN'T **DO** THIS TO ME--JUST BECAUSE MY HEART **MURMURS**--BECAUSE I'M A FEW POUNDS TOO **LIGHT?!?** YOU DON'T **UNDERSTAND!!**

PERHAPS I **DO**, SON.

"AND IF YOU'RE WILLING TO RISK YOUR **LIFE** FOR THE OPPORTUNITY TO SERVE YOUR COUNTRY--I **MAY** BE ABLE TO HELP."

CURIOS

"IT'S TAKEN THE SEVEN **LONGEST** DAYS OF MY **LIFE** TO REACH THIS DECISION, SIR. I'LL RISK **ANYTHING.**"

THEY KILLED MY BROTHER--MADE A MOCKERY OF MY IDEALS!

I'LL--RISK--ANYTHING!

ANYTHING!!!

AND AS STEVE RELIVES THE **TORTURE** OF THOSE LONG-REPRESSED MEMORIES-- **PANIC** GRIPS THE HEARTS OF NICK FURY AND MASON HARDING AT THE TERRIFYING SCENE OCCURRING IN THE **PRESENT!**

OH, MY GOD-- **NO!!**

WHAT DIDJA **DO** TO HIM, HARDING?! WHAT DIDJA **DO**??

NOTHING, FURY! I SWEAR IT!

THE MACHINE IS COMPLETELY **INCAPABLE** OF EFFECTING SUCH A TRANSFORMATION!

SOME **CHEMICAL CHANGE** WITHIN HIS OWN BODY-- PERHAPS **PRECIPITATED** BY THE **STRESS** OF RE-EXPERIENCING-- I'M GUESSING NOW--

--BUT THAT'S THE **ONLY** CONCEIVABLE EXPLANATION!

WHATEVER THE **CAUSE** ...THE SUPER-SOLDIER SERUM WHICH **CREATED** CAPTAIN AMERICA FROM SCRAWNY STEVE ROGERS HAS BEEN **NEUTRALIZED.**

AND THOUGH IT'S PROBABLY UNNECESSARY TO **BELABOR** THE POINT...CAP'S LIFE WILL **NEVER** BE THE SAME.

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YOU ARE THE *SUPER-SOLDIER* NO LONGER! YOUR STRENGTH IS *GONE!*

AND NOW, *IMPACT* WILL *SLAY* YOU!

WILSON/GREEN

THE MIGHT THAT FAILED!

1941! The world at *war!* And in a secret laboratory, frail *Steve Rogers* became the American *super-soldier!* For four thrilling years, he fought the Axis powers—until a freak stroke of fate threw him into *suspended animation.* He woke in the mid-1960s, a man *twenty years out of his time.* Since that fateful day, Steve Rogers has sought his *destiny* in this brave new world.

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BLAST IT, I CAN'T WAIT ANY LONGER--NO MATTER WHAT HAPPENS TO ME! I'VE GOT TO KNOW, ONCE AND FOR ALL--

AM I STILL CAPTAIN AMERICA?

ROGERS, YOU *STUPID*--! I SHOULD'A *KNOWN* YOU'D TRY SOMETHING LIKE THIS!

GET YER BUTT OUTTA THAT TRAINING ROOM *NOW*--WHILE YOU STILL *CAN!*

NO WAY, FURY!

IMPACT 739

I'VE PLAYED BY YOUR RULES FOR *DAYS* NOW--EVER SINCE DR. HARDING'S *MIND PROBE* ACCIDENTLY CAUSED ME TO CHANGE BACK TO STEVE ROGERS, ALL-AMERICAN 4-F!*

AND FOR *WHAT?* DESPITE THE ENDLESS TESTING--AND ALL YOUR SOPHOMORIC PEP TALKS--IT LOOKS LIKE ALL OF SHIELD'S TECHNOS *WON'T* BE ABLE TO PUT ME TOGETHER AGAIN!

DON'T YOU *UNDERSTAND,* NICK? I'VE GOT TO *PROVE* THAT CAPTAIN AMERICA IS MORE THAN JUST A MASK AND A SERUM!

I'VE GOT TO PROVE... *MYSELF!*

*CAP # 225--ROG.

ROGER McKENZIE * *BUSCEMA, ESPOSITO & TARTAG* * *DIANA ALBERS* * *DON WARFIELD*
WRITER — ARTISTS — LETTERER — COLORIST

ROGER STERN * *JIM SHOOTER* * RESPECTFULLY DEDICATED TO *STAN (THE MAN) LEE* AND *JACK (KING) KIRBY,* WHO MADE IT ALL POSSIBLE.
EDITOR — EDITOR-IN-CHIEF

IMPACT'S SHUT DOWN, SIR.

IT'S ABOUT TIME!

I'M NOT ABOUT TO LET YOU KILL YOURSELF, MISTER! UNCLE SAM'S INVESTED TOO MUCH IN YOU TO--!

SO THAT'S THE BOTTOM LINE, IS IT? CAPTAIN AMERICA IS JUST AN INVESTMENT TO BE MEASURED IN DOLLARS AND CENTS?

IMPACT 739

THAT AIN'T WHAT I MEANT AND YOU KNOW IT!

COLONEL, THE HELI-CARRIER'S SENSORS ARE PICKING UP SOME SORT OF INTERFERENCE. I'M NOT SURE WHAT, BUT...

BUT NOTHING! THAT CAN WAIT... I WANT CAP OUTTA THAT CHAMBER 'FORE THERE'S ANY MORE--

--TROUBLE?

ARRGHH!

HATCH RELEASE

WHAT THE DEVIL?! THAT ENERGY BEAM PASSED THROUGH THE CABIN WALL LIKE IT WASN'T EVEN THERE!

JACOBS, ARE YOU ALL RIGHT?

HARDLY, COLONEL!

NOW THIS FOOL BELONGS TO THE RED SKULL!

CROWLEY, LOOK OUT! HE'S GOT A BLASTER!

TOO LATE, COLONEL!

DEATH TO CAPTAIN AMERICA!

SSZZTT

WHAT HAPPENED TO JACOBS? HE... HE WAS MY BEST FRIEND!

MISTER, I AIN'T EXACTLY SURE WHAT'S GOING ON HERE, BUT ONE THING'S CERTAIN--

--YOU AIN'T JACOBS ANY MORE!

KA-CHOK

AND USIN' HIS BODY WON'T MAKE IT ANY EASIER ON YOU!

IN FACT, IT JUST MAKES ME ALL THE MADDER!

OWW! NEARLY BROKE MY BLASTED HAND!

SIR, JACOB'S SHOT BLEW OUT THE MAIN COMPUTER CONTROLS! THE TRAINING ROOM'S SEALED TIGHTER THAN A DRUM--

"--AND IMPACT'S RUNNING WILD!"

UNGHH--!

=KLIK= MUST NEUTRALIZE INTRUDER...=KLIK=

"THEN SHUT THE DAMNED THING OFF, CROWLEY!"

KATHAMM

"THAT'S JUST IT, COLONEL, WE CAN'T! THE CONTROLS--"

HANG THE CONTROLS! WE'LL BUST THE WALLS DOWN IF WE HAFTA!

FOLLOW ME, YA GOLDBRICKS!

BUT, COLONEL... THE TRAINING ROOM'S CONSTRUCTED OF A SPECIAL OMNIUM STEEL ALLOY, DESIGNED TO CONTAIN IMPACT!

BREAKING THROUGH WON'T BE EASY--EVEN WITH LASER-TORCHES!

WELL ONE THING'S FER SURE...

...IT AIN'T GONNA GIT NO EASIER WHILE YOU STAND AROUND FLAPPIN' YOUR JAWS! NOW GIT BUSY!

GOD HELP US, WE AIN'T GOT MUCH TIME LEFT--

"--AND NEITHER DOES CAP!

KA-THOK

"EVEN WITH HIS FULL STRENGTH, HE'D NEVER SURVIVE A FULL-POWER ATTACK! NOT FROM IMPACT!"

HAS FURY GONE MAD? ONE MINUTE HE SHUTS THIS THING DOWN...

...AND THE NEXT--!

KLIK... INTRUDER DAMAGE TO UNIT... MINIMAL... KLIK... PRIME DIRECTIVE REMAINS NEUTRALIZE... KLIK

NEUTRALIZE?

MURDER'S A BETTER WORD! BUT THAT'S BEEN TRIED BEFORE!

I MAY NOT BE AS FAST OR STRONG AS I WAS--BUT I STILL HAVE MY TRAINING... MY AGILITY!

I'M STILL MY OWN MAN--

IMPACT 73

--AND THAT HAS TO COUNT FOR SOMETHING!

SURE... IT'LL MAKE A NICE *EPITAPH!* MY BEST SHOT BARELY *TOPPLED* IT!

STILL, I'VE NEVER GIVEN UP *BEFORE*... AND I *WON'T* START NOW! I'LL FIND *SOME WAY* TO DEFEAT THIS THING!

CAP, CAN YOU *HEAR* ME? IMPACT'S *OUT OF CONTROL!*

FER GOD'S SAKE, *STAY DOWN!* WE'LL GET YOU OUT AS SOON AS WE *CAN!*

KLIK... INTRUDER *COMMUNICATES* WITH OTHERS... *KLIK*... THAT IS...

...*FORBIDDEN*... *KLIK*

IMPACT 139

STEVE ROGERS DUCKS *INSTINCTIVELY*...

...BUT THE CRACKLING DRAGONSPOUT OF *RAW ENERGY* IS NOT AIMED AT HIM!

INSTEAD IT RIPS ACROSS THE TRAINING CHAMBER, SMASHING INTO THE MONITOR SCREEN WITH THE FORCE OF A *SHERMAN TANK.*

AND THE SHATTERING OF THE SIX-INCH-THICK PLEXI-GLASS IS FOLLOWED BY AN EERIE DARKNESS...

...AS SILENT AND EMPTY AS THE COLD, COLD DEPTHS OF SPACE!

BUT SOMETHING MOVES HERE, UNNATURALLY, AMONG THE STARS...

...FLITTING EVER NEARER ON GLEEMING EBON WINGS LIKE SOME OFF-WORLD VAMPIRE BAT!

AND EVEN IN THE EERIE SILENCE OF THESE RARELY-TRAVELED SPACEPLANES--

IT SCREAMS DEATH!

TIME AND TIME AGAIN, VIRULENT CRIMSON BEAMS BLAST FROM ITS SKULL-LIKE COUNTENANCE--LANCING EARTHWARD TOWARDS...

...THE SHIELD HELICARRIER!

YOU GOT THE CO-ORDINATES ON THAT UNEXPLAINED INTERFERENCE YET, YOU OLD WALRUS?

DUM-DUM?

WE'RE NEARLY THROUGH THE BULKHEAD, COLONEL!

HOW TOUCHING, COLONEL... WORRYING ABOUT THAT PIG... WHEN YOUR OWN INSUFFERABLE LIFE IS SO NEAR AN END!

IT CAN'T BE!

AH, BUT IT *IS*, COLONEL...

...A VERITABLE *ARMY* OF *RED SKULLS!*

ONCE, LIKE JACOBS, THEY WERE **SHIELD** AGENTS. NOW THEY'VE BEEN HORRIBLY-- PERHAPS IRREVOCABLY-- **TRANSFORMED!**

THEY SERGE FORWARD **SAVAGELY**, LAUNCHING A VICIOUS, DEATH-DEALING **BLITZKREIG**--

--AND MOUTHING PLATITUDES ALL-TOO-CHILL-INGLY **FAMILIAR!**

STRIKE!

STRIKE FOR THE GLORY OF THE *FOURTH REICH!*

THE **MADNESS** AND THE TERROR REMAIN TRAG-ICALLY CONSTANT--

--WHETHER DIRECT-ED BY A CRAZED AUSTRIAN **PAPER-HANGER**..

--OR HIS HAND-PICKED **ASSASSIN!**

IT'S NO GOOD, I CAN'T FIGHT 'EM *ALL!* BUT IF THE HELI-CARRIER AND HER *ARSENAL* FALL TO THE SKULL'S LEGIONS, WHAT THEN?

GOD HELP US, WHAT *THEN*?

IT'S LIKE A *NIGHTMARE!* FIRST CAP... AND NOW *THIS!* BUT THE SKULLS HAVE GOTTA BE STOPPED AT *ANY PRICE!*

EVEN... IF IT MEANS STEVE'S *LIFE!*

AND AS MUCH AS IT **HURTS**, FURY TURNS TAIL... AND **RUNS.**

DUM-DUM! GOT A FIX ON THAT INTERFERENCE YET?

I'M BETTIN' IT'S GOT SOMETHIN' TO DO WITH THIS SKULL ATTACK!

THAT, COLONEL FURY, IS A BET YOU WOULD MOST ASSUREDLY WIN--

--FOR ALL THE GOOD IT WILL DO YOU!

NO!

DUM-DUM... NOT YOU, TOO. NOT YOU!

SUDDENLY, FURY HEARS THE MUSIC, PIPED IN SOFTLY OVER THE HELICARRIER'S INTERCOM.

AND DESPITE THE SHRILL WHINE OF THE NERVE-SHREDDING STUN-PISTOL, HE RECOGNIZES THE TINNY STRAINS...

...CHOPIN'S FUNERAL MARCH!

I COULD KILL YOU WHERE YOU LIE, COLONEL, BUT THAT WOULD BE TOO EASY! TOO... HUMANE!

NO, I PREFER YOU ALIVE--

"--TO WITNESS THE INEVITABLE **DESTRUCTION** OF MY MOST HATED FOE!"

I HAVE TO KEEP **MOVING**-- STAY OUT OF ITS REACH!

IMPACT 739

MAYBE... IF I CAN JUST **DISARM** IT--!

ONCE THIS GLEAMING RED, WHITE AND BLUE SHIELD SEEMED A **PART** OF CAPTAIN AMERICA...

...A DELICATELY BALANCED, PRECISION **TOOL** USED AS MUCH FOR OFFENSE AS FOR DEFENSE!

SPRANG

KLANG

NOW, IT IS MERELY **HEAVY**... AWKWARD... AND FAR TOO SLOW!

IMPA

NO!

>KLIK<... INTRUDER ATTACK ON UNIT... NULLIFIED... >KLIK<... COMMENCING COUNTER-ATTACK...>KLIK<

...IT CAN STILL BECOME WHIRLING, STAR-SPANGLED **DEATH!**

BUT, IN THE POWERFUL MECHANIZED HANDS OF *IMPACT*--

IT IS A DEATH NARROWLY AVOIDED...AS MUCH BY LUCK--

--AS BY BATTLE-HONED INSTINCTS THAT RAPIDLY PUSH AN ACHING, WEARY BODY TO ITS LIMITS--

IMPACT™

--DESPITE OBVIOUS IN-ADEQUACIES!

KLIK... PRIME DIRECTIVE MUST BE CARRIED OUT... KLIK... INTRUDER WILL BE NEU-TRALIZED... KLIK

IMPACT

ZZ

WHHHIZZ

BUT EVEN THE FIGHTING INSTINCTS OF A CAPTAIN AMERICA...

THRAK

...CAN ONLY TAKE SO MUCH.

DON'T KNOW WHAT'S HAPPENED TO FURY... BUT I *DO* KNOW--

--I CAN'T *LAST* MUCH *LONGER!* IF I DON'T *STOP* THIS THING HERE AND NOW...

...I *NEVER* WILL --*UNGHH!*

≥KLIK≤... INTRUDER STILL *RESISTS*...≥KLIK≤

NO!

≥KLIK≤... BUT RESISTANCE *WILL* BE... ≥KLIK≤

≥KLIK≤... CRUSHED... ≥KLIK≤...

NOOO!

AT FIRST THERE IS ONLY **PAIN** AS BREATH IS SLOWLY-- METHODICALLY--**SQUEEZED** FROM HIS ACHING LUNGS.

C-CAN'T... GIVE... UP!

AND, PINNED IN THE KILLER-MACHINE'S WHITE-HOT, SEERING GRASP, HE **SCREAMS,** EVERY NERVE AFLAME!

BUT THEN, HIS PAIN GIVES WAY TO **RAGE** AND ANGER OVER HIS **HELPLESSNESS!**

IT **ROARS** THROUGH HIS SYSTEM, FIRING THE DORMANT **SUPER-SOLDIER SERUM** WHICH STILL COURSES THROUGH HIS VEINS!

EVERY INCH OF HIS TORTURED BODY-- EVERY **CELL**--SEEMS TO **SPASM** IN AGONY AND FRUSTRATION!

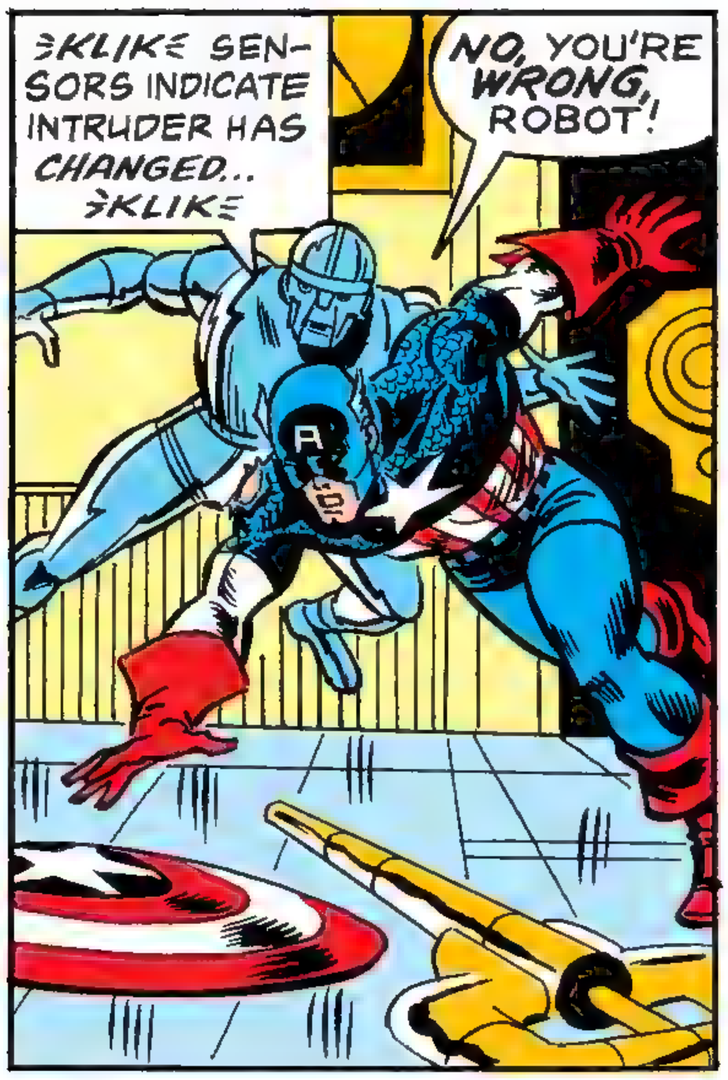
AND IN LESS THAN A DOZEN HEARTBEATS, A THIN, **SPINDLY FIGURE** GROWS-- **EXPANDS**--

--SINEWY MUSCLE TIGHTENS ON **ROCK-HARD BONE**--

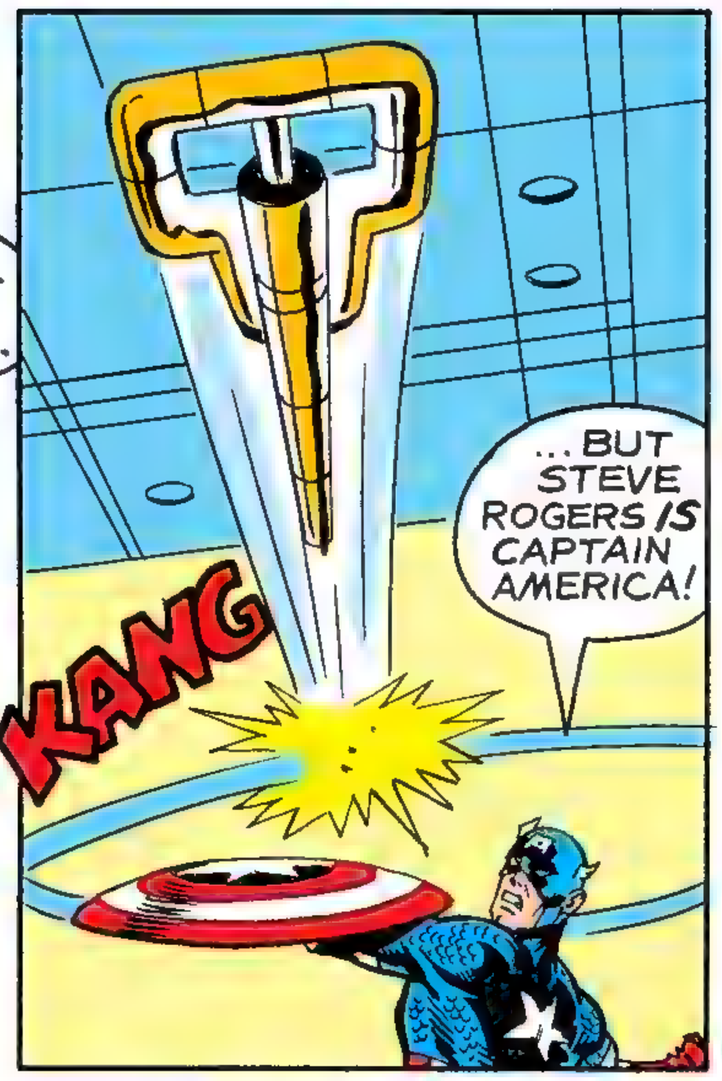
--AND A **LIVING LEGEND** IS **REBORN!**

THROUGH SHEER WILL AND DETERMINATION, HE FIGHTS **AGAIN!** THIS IS A MAN WHO WILL **NOT** BE STOPPED, NO MATTER **HOW GREAT** THE ODDS!

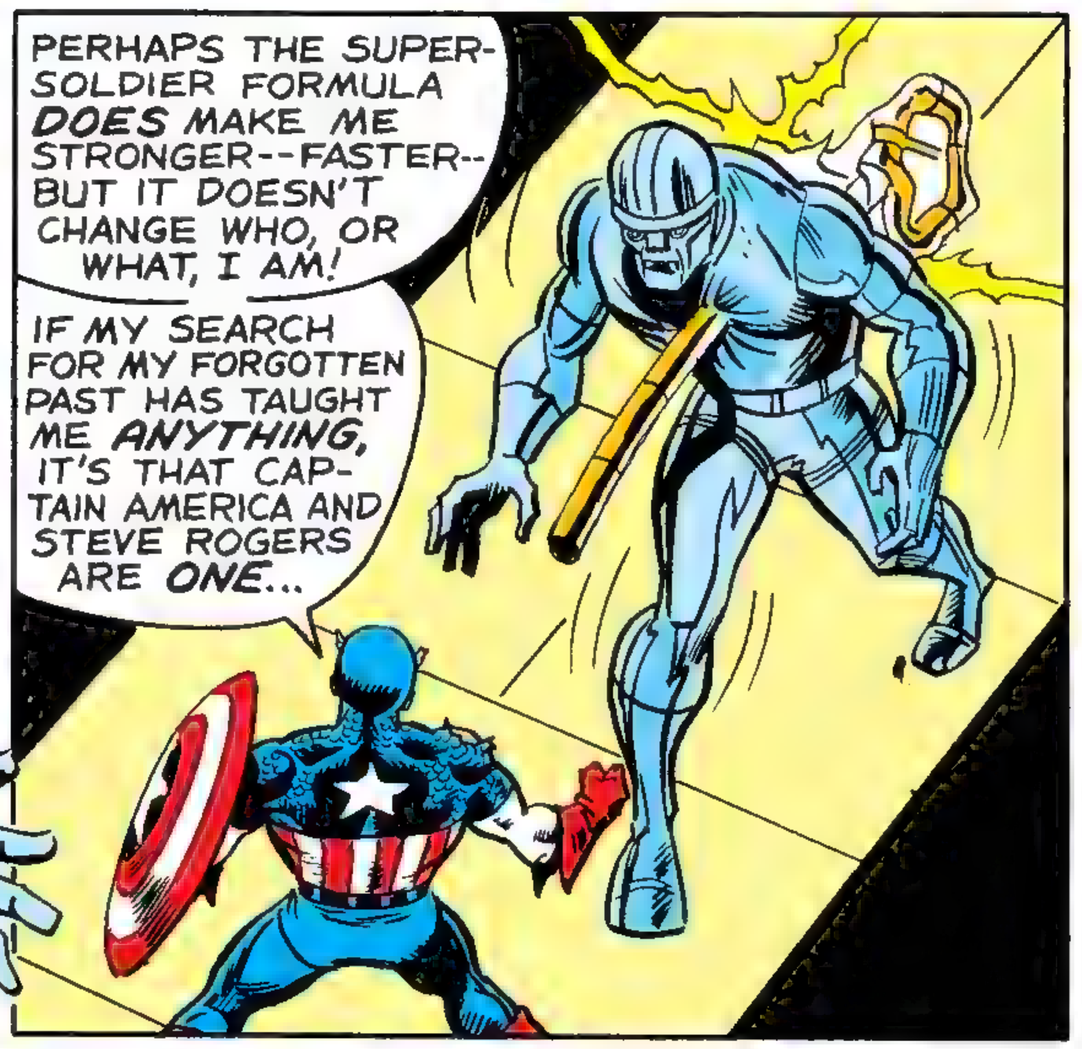
THIS IS **CAPTAIN AMERICA!**

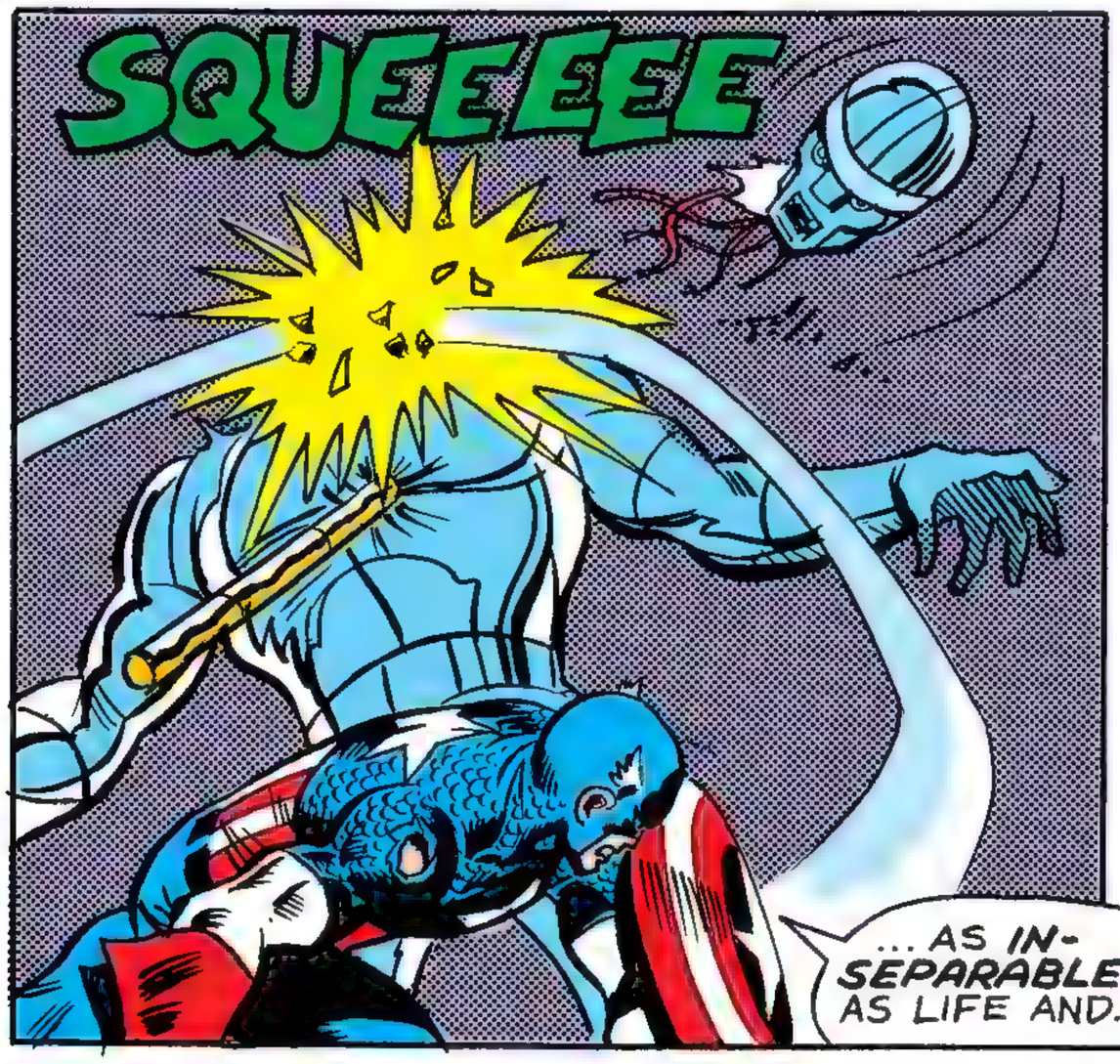

KLIKE SENSORS INDICATE INTRUDER HAS CHANGED... KLIKE
NO, YOU'RE WRONG, ROBOT!

I'M STILL STEVE ROGERS...
THAK


KANG
...BUT STEVE ROGERS IS CAPTAIN AMERICA!

KLIK... NO... WHIRR
SSZZZRRAKK


PERHAPS THE SUPER-SOLDIER FORMULA DOES MAKE ME STRONGER--FASTER--BUT IT DOESN'T CHANGE WHO, OR WHAT, I AM!
IF MY SEARCH FOR MY FORGOTTEN PAST HAS TAUGHT ME ANYTHING, IT'S THAT CAPTAIN AMERICA AND STEVE ROGERS ARE ONE...


SQUEEEEE
...AS INSEPARABLE AS LIFE AND...

...DEATH?!
HOW INTERESTING YOU SHOULD MENTION DEATH, CAPTAIN! YOU SEE--
THOK

-- THAT IS PRECISELY WHAT WE HAVE IN MIND!

OH, DO NOT THINK TO *ESCAPE*, CAPTAIN AMERICA! THE ENTIRE SHIELD HELICARRIER IS *OURS*!

TODAY, THE *RED SKULL* REIGNS *SUPREME*!

NEXT

TO SAVE THE LIFE OF NICK FURY, CAP MUST RUN...

THE DEADLY GAUNTLET!

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YOU'RE TOO LATE, CAPTAIN! YOU CAN'T STOP AN ARMY OF RED SKULLS!

A THOUSAND SKULLS!

BINGHAM

1941! The world at *war!* And in a secret laboratory, frail *Steve Rogers* became the American *super-soldier!* For four thrilling years, he fought the Axis powers—until a freak stroke of fate threw him into *suspended animation.* He woke in the mid-1960s, a man *twenty years out of his time.* Since that fateful day, Steve Rogers has sought his *destiny* in this brave new world.

Stan Lee PRESENTS: CAPTAIN AMERICA!®

GET READY! THE VERDAMMT SWINE IS ALMOST IN POSITION!

THIS WHOLE THING'S A *NIGHTMARE!* I NO SOONER REGAIN MY FULL STRENGTH *, THAN EVERY *SHIELD AGENT* ABOARD THE HELICARRIER IS TRANSFORMED INTO A SURROGATE *RED SKULL!*

THEY'VE ALREADY TAKEN *NICK FURY* PRISONER-- AND, UNLESS I MISS MY *GUESS,* THEY'VE TURNED THE *ENTIRE CARRIER* INTO ONE BIG--

L4987

*LAST ISSUE--ROG.

"-DEATH-TRAP!!"

THIS IS YOUR *END*, YOU FREEDOM-WORSHIPPING *FOOL!*

FOR THE GLORY OF THE *FOURTH REICH*, YOU-- AND ALL YOU STAND FOR-- MUST BE *DESTROYED!*

NO! I CAN'T BE STOPPED *NOW!* FURY'S *LIFE* IS AT STAKE!

SHHRAK

THIS SHIP WILL BE YOUR *TOMB*, AVENGER! YOU *WILL NEVER ESCAPE!*

THIS DEADLY GAUNTLET!

A ROGER McKENZIE & SAL BUSCEMA MARVEL MASTERWORK
--BUT THEY COULDN'T HAVE DONE IT WITHOUT...
THE EMBELLISHING OF *MIKE ESPOSITO & JOHN TARTAG*
THE LETTERING OF *RICK PARKER*
THE COLORING OF *GEORGE ROUSSOS*
THE EDITING OF *R. STERN*
--AND MAINLY THE *PAY VOUCHERS* SIGNED BY *JIM SHOOTER*, EDITOR-IN-CHIEF

UH-UH, MISTER! YOU GOOSE-STEPPERS PLAYED *THAT* TUNE BEFORE!

LOOK OUT YOU IDIOT, WE'RE-- UNGHH!

MAYBE YOU'VE CHANGED THE *LYRICS* SOME, BUT IT'S STILL THE SAME OLD *SICK SONG!*

AND, FRANKLY, I'M *SICK* OF HEARING IT!

THIRD REICH OR THOUSANDTH, THERE WILL ALWAYS BE A *CAPTAIN AMERICA* TO OPPOSE YOU!

BAH! YOU WILL OPPOSE NO ONE-- *EVER* AGAIN! YOU SPEAK GLIBLY OF YOUR PRECIOUS *FREEDOM...*

...BUT WE SPEAK OF *CONQUEST!*

AND CONQUEST IS AS EASILY WITHIN OUR *GRASP* AS YOU ARE, FOOL!

THE RED SKULL WAS *BORN* TO RULE--

AND WE ARE HONORED TO *SERVE* HIM!

≥UNGHH!≤

KRAK

WATCH OUT, HE'S-- ≥WHUFF!≤

WHOK

WHAT HE IS SHOULD BE OBVIOUS. HE'S CAPTAIN AMERICA. AND HE'S A MAN POSSESSED...

...POSSESSED BY THE FIGHTING SPIRIT OF FREE MEN EVERYWHERE!

AND WHILE HE ISN'T ARYAN... AND CERTAINLY NOT A SUPER-MAN... HE'S STILL ONE OF A KIND!

IT'S HARD TO BELIEVE THESE MEN WERE ONCE SHIELD AGENTS... IF THE SKULL WAS ABLE TO CORRUPT THEM-- HE'S MORE DANGEROUS THAN EVER!

EXCELLENT, CAPTAIN, EXCELLENT! YOU HAVE EVADED MY WITLESS MINIONS. BUT THEN, YOU ALWAYS WERE GOOD AT THAT!

HE MUST BE STOPPED!

OF ALL MY FOES, YOU WERE ALWAYS THE MOST *PERSISTENT*-- THE MOST *RELENTLESS*--

-- AND THE *MOST DAMNABLE*.!

SO *BE* IT, THEN--

KLIK

WHIRRR

--I *DAMN YOU*, CAPTAIN AMERICA, FOR WHAT YOU *ARE*!

WE HAVE ALWAYS BEEN DEADLY *OPPOSITES*, YOU AND I--

--AND ALWAYS BEFORE YOU SOMEHOW MANAGED TO *THWART* MY PLANS OF CONQUEST! BUT YOU COULD *NEVER* TRULY *DEFEAT* ME...

BECAUSE I *RETURNED*, AGAIN AND *AGAIN*! AND *NOW* I HAVE RETURNED ONCE MORE.

BUT THIS TIME I HOLD *ALL* THE ACES-- AND THE HAND I'VE *DEALT* IS--

-DEATH!

AND YOU, COLONEL, ARE MY HOLE CARD! WITHIN MINUTES, THE MORNING SUN WILL RISE.

AND WHEN ITS RAYS STRIKE THE MAGNIFYING PRISM FOCUSED OVER YOUR HELPLESS HEAD--

--WHY, YOU WILL BURN, COLONEL! JUST LIKE MILLIONS OF...OTHERS... BURNED! IT WILL BE JUST LIKE OLD TIMES AGAIN!

BUT DO NOT DESPAIR, COLONEL! EVEN NOW, THE SICKENINGLY RIGHTEOUS CAPTAIN AMERICA RACES TO YOUR RESCUE! YOUR RESCUE!

A PITY-- EH, COLONEL--THAT HE WILL NEVER SUSPECT THE TRUTH!

"HA HA HA! I WILL NEVER FORGET THE **SHOCK** ON HIS BLOODIED FACE, JUST A FEW SHORT HOURS AGO, AS HE TURNED FROM THE SHATTERED HULK THAT HAD BEEN A RUNAWAY SHIELD TRAINING ROBOT. *

"A ROBOT WHOSE RAMPAGE **I** HAD ENGINEERED!"

*AS SHOWN LAST ISSUE-- ROG.

"AND I WAS **NOT** SURPRISED HE HAD SURVIVED THAT DEADLY ENCOUNTER! IN FACT, I HAD **HOPED** HE WOULD!"

MY GOD--! NICK!

WHAT HAVE YOU DONE TO HIM?!

KATHAKK

I DON'T KNOW WHAT'S GOING **ON** HERE, BUT I AIM TO--

ENOUGH, CAPTAIN!

DROP YOUR VERDAMMT SHIELD--**NOW**--OR FURY DIES!

OHHH... WHA--?

GUESS THAT DOESN'T LEAVE ME MUCH *CHOICE*, DOES IT, MAD-MAN?

YOU WANT MY *SHIELD*--

--YOU GOT IT.!

NEIN!

SK...RAKK

MAKE A *BREAK* FOR IT, NICK! I'LL TRY TO BUY US SOME *TIME*!

DID YOU *HEAR* ME, NICK?

YEAH.

"BUT, AS ALWAYS, I HAD PLANNED WELL!"

KATHAK

"CAPTAIN AMERICA NEVER KNEW WHAT *HIT* HIM!

"AND WHEN AT LAST...

"... HE FINALLY AWOKE...

"...I WAS MORE THAN READY! MY VOICE RANG WITH ANTICIPATION... AND TRIUMPH!

"SLOWLY, METICULOUSLY, I EXPLAINED THE FATE IN STORE FOR THE INSUFFERABLE COLONEL FURY!

"AND MORE, I TOLD HIM OF-- DEATH'S HEAD!

"I RECOUNTED HOW SHIELD'S SUPPOSEDLY IMPENETRABLE HELICARRIER HAD ALREADY FALLEN TO THE PSYCHE-BENDING POWER OF MY UNDETECTABLE, ORBITING SATELLITE...

"... AND HOW, IN A MATTER OF HOURS, THE WORLD ITSELF WOULD FOLLOW!

"FOR, THOUGH MANY HAVE SOUGHT TO RULE, ONLY I WAS BORN TO RULE!

I WILL CREATE AN ARMY OF RED SKULLS, CAPTAIN! AN ARMY BILLIONS STRONG!

A FOURTH REICH UNDER MY TOTAL CONTROL!

HOWEVER, BECAUSE IT AMUSES ME TO DO SO, I OFFER YOU A CHANCE TO STOP ME... FOR OLD TIMES' SAKE YOU MIGHT SAY.

THIS DEVICE CONTROLS THE DEATH'S HEAD!

ALL YOU NEED TO DO IS FIND ME-- AND TAKE IT FROM ME!

DO THAT AND YOU CAN SAVE FURY, THE WORLD, AND YOURSELF, CAPTAIN!

ASSUMING, OF COURSE, YOU LIVE THAT LONG! HA HA HA!

WHHIR-KLUK

EH?

NO.! THE SKULL'S ACTIVATED THE SHIP'S LASER DEFENSES!

PROBABLY HIS OWN WARPED VERSION OF 'THE FINAL SOLUTION,' BUT I CAN EVADE THE--

SSZZRIIIPP

UH-OH! ALMOST FORGOT ABOUT THEIR INTERNAL COMPUTER TRACKING SYSTEMS!

WHIRRR-KLIK

AND THEY'VE LOCKED ONTO ME AS THEIR TARGET. NO WAY I CAN AVOID THEM FOR LONG.

--BUT THEN, I WON'T HAVE TO-- NOT IF I CAN DEFLECT THE LASERS JUST ENOUGH--

SSZZRAKK

KLLANNG

--TO BLAST ME A PATH OUT OF HERE!

SKKRAKK

"YES, WITH CAPTAIN AMERICA STILL ALIVE, MY LONG-AWAITED REVENGE WILL PROVE TO BE ALL THE MORE ENJOYABLE...

"... ALL THE MORE PERSONAL!"

LESS THAN SIX-TY MINUTES AGO THIS GROTESQUE SENTRY WAS A LOYAL SHIELD AGENT...

...BUT THAT WAS BEFORE THE DEATH'S HEAD RAYS STRUCK...

...TWISTING HIM IN BOTH MIND AND BODY!

HEY SKULL!

VAS--?

MEIN GOTT!

DON'T BE SO SHOCKED, TURNCOAT! HASN'T YOUR SKULL PROGRAMMING TAUGHT YOU I NEVER GIVE UP?

NO, IT PROBABLY HASN'T! THE REAL RED SKULL NEV-ER LEARNED THAT--EVEN AFTER ALL THESE YEARS!

FOOL! WHERE IS YOUR VERDAMMT SHIELD? WITHOUT THAT YOU ARE DOOMED!

DO YOU HEAR ME? DOOMED!

SKKRANGG

DON'T BANK ON IT, MISTER!

I'VE BEEN `DOOMED' MORE TIMES THAN I CAN REMEMBER, AND IF I'VE LEARNED ONLY ONE THING FROM ALL THAT, IT'S THE VALUE OF SURPRISE!

WHUMP

OH, I QUITE AGREE, CAP-TAIN! WON'T YOU... AH... JOIN ME?

AS YOU CAN SEE, I HAVE BEEN EXPECTING YOU!

ARE YOU SUPPOSED TO BE THE TRUE SKULL... OR JUST ANOTHER DUPLICATE?

THAT HARDLY MAKES ANY DIFFERENCE, CAPTAIN. ESPECIALLY SINCE --

--YOU SHALL NOT LIVE LONG ENOUGH TO FIND OUT!

HERE IS THE CONTROL UNIT, FOOL! TAKE IT-- IF YOU CAN!

SKULL, I'VE BATTLED YOUR BUTCHER BOYS FROM ONE END OF THIS HELI-CARRIER TO THE OTHER, SEARCHING FOR YOU!

I'M TIRED, BATTERED, AND BRUISED-- BUT THAT DOESN'T MATTER! ONLY ONE THING MATTERS NOW...

... AND THAT'S STOPPING YOU!

I ALWAYS HAVE, SKULL. AND SO HELP ME I ALWAYS WILL!

HA HA HA! YOU ARE SO PREDICTABLE, CAPTAIN!

DID YOU ACTUALLY THINK I WOULD ALLOW YOUR ACCURSED SHIELD TO EVER REACH ME? THIS MAGNETIC BARRIER WILL HOLD IT FOREVER, IF NEED BE!

HUMMMM

BUT LOOK, FOOL, YOU ARE TOO LATE! A NEW DAY IS DAWNING!

AARGHH! C-CAP--!

AND IT BELONGS TO THE RED SKULL! I WARN YOU, MAKE THE SLIGHTEST MOVE TO ATTACK ME -- OR SAVE THE WORTHLESS LIFE OF YOUR FRIEND--

--AND I WILL ACTIVATE MY ORBITING DEATH'S HEAD, DOOMING THE WORLD EVEN SOONER THAN I HAD PLANNED!

YOU ARE HELPLESS, CAPTAIN! HELPLESS! THERE IS NOTHING YOU CAN DO EXCEPT WATCH... WATCH AS FURY DIES!

F-FOR GOD'S SAKE, CAP, H-HELP ME! I-- I'M BURNIN'-!

"IT IS JUST LIKE IT WAS DURING THE WAR, WHEN BUCKY DIED, EH, CAPTAIN? YOU WERE HELPLESS THEN, TOO!

"TELL ME, DO YOU STILL MOURN YOUR DEAD PARTNER?

"DO YOU?"

BUCKY! DROP OFF-- INTO THE WATER, LAD! DON'T TRY TO GO IT ALONE!

NO! I CAN BRING THE PLANE BACK-- I KNOW I CAN!

HELP ME, P-PLEASE--

"THE WAR WAS ALL BUT OVER, CAPTAIN! HIS DEATH WAS POINTLESS! WHY DID YOU NOT SAVE HIM-- AS YOU HAD SO MANY OTHERS?"

THERE WAS NOTHING I COULD DO-- I--

BUCKY, LET GO! IT MIGHT BE BOOBY-TRAPPED!

YOU'RE RIGHT, CAP! I SEE THE FUSE! IT'S GONNA--

--HELP MEEEE!!

--I TRIED, BUT, GOD HELP ME, THERE WAS NO TIME... THE PLANE...

BUCKY!!

"YOU FAILED, CAPTAIN! YOU FAILED THE BOY--"

--AND NOW YOU HAVE FAILED THE *MAN*, AS WELL! YOU HAVE FAILED *EVERYONE* CAPTAIN!

YOU HAVE EVEN FAILED *YOURSELF!*

NOOOOOO

YOU MAY EVEN *HAVE* YOUR INFERNAL SHIELD BACK NOW, CAPTAIN! NO LONGER ARE YOU A *THREAT* TO ME!

YOU ARE FINISHED--YOUR MUCH-VAUNTED *'FIGHTING SPIRIT'* CRUSHED FOREVER!

HA HA HA! AND THE SUPREME *IRONY* IS, YOU WILL NEVER KNOW THE *TRUE* DEPTHS OF MY TREACHERY!

THAT... THAT'S WHERE YOU'RE *WRONG*, SKULL! YOU'VE JUST MADE THE BIGGEST *MISTAKE* OF YOUR GOD-FORSAKEN LIFE-- AND IT'S GOING TO *COST* YOU DEARLY!

JA, *UNGH!* THAT IS *IT*, FOOL! STRIKE BACK!

KILL ME! IT IS *EXACTLY* WHAT I WANT!

VAS--?! WHY DO YOU TURN AWAY FROM ME? FURY IS DEAD! I KILLED HIM!

AN EYE FOR AN EYE, CAPTAIN! SURELY YOU LONG FOR REVENGE!

PERHAPS... BUT NOT THE SORT YOU HAD IN MIND!

KLIK

"THIS ENTIRE SCHEME WAS A SET-UP, WASN'T IT? YOUR SATELLITE NEVER HAD ENOUGH POWER TO CREATE A WORLDWIDE ARMY OF SKULLS!

"OTHERWISE, YOU WOULDN'T HAVE PLAYED GAMES WITH ME! YOU'D HAVE KILLED ME WHEN YOU HAD THE CHANCE--OR WORSE, SIMPLY TRANSFORMED ME INTO ONE OF YOUR SKULL-SLAVES!"

NEIN! THAT WOULD HAVE BEEN TOO EASY. ANOTHER WOULD HAVE TAKEN YOUR PLACE... AND ANOTHER... AND ANOTHER!

CAPTAIN AMERICA WOULD HAVE BECOME A MARTYR! I COULD NOT ALLOW THAT TO HAPPEN!

I HAD TO DRIVE YOU OVER THE BRINK... DISCREDIT YOU... FORCE YOU TO ABANDON YOUR IDEALS!

I HAD TO TURN CAPTAIN AMERICA INTO A MURDERER! BUT WHAT... WHAT WENT WRONG? HOW DID YOU SUSPECT... I WAS USING...

NICK! EASY, OLD FRIEND, IT'S OVER FOR NOW.

I THOUGHT IF I GAVE THE SKULL ENOUGH TIME, HIS OVERBEARING EGO WOULD CAUSE HIM TO TIP HIS HAND--AND I WAS RIGHT!

"BECAUSE THE NICK FURY I KNOW WOULD NEVER CRACK SO EASILY... BUT HE WOULD SWEAT! WHEN 'YOU' DIDN'T, I SUSPECTED THE SKULL'D SET ME UP--FAKED YOUR DEATH BY USING A SHIELD LIFE MODEL DECOY!

"IT'S STILL THE VERY HUMANITY OF MAN THAT IS, IN THE LONG RUN, HIS GREATEST STRENGTH! AND THAT'S SOMETHING THE TRUE RED SKULL, WHERE EVER HE MAY BE, WILL NEVER LEARN!"

NEXT TO FIND the FALCON!

STILL ONLY 35¢

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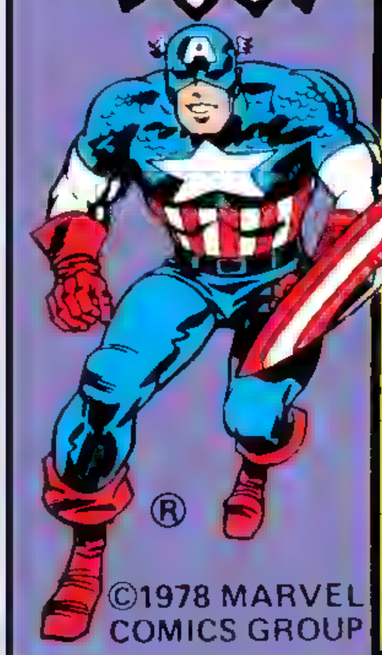
CAPTAIN AMERICA®



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CAPTURED BY THE CONSTRICTOR!

1941! The world at *war!* And in a secret laboratory, frail *Steve Rogers* became the American *super-soldier!* For four thrilling years, he fought the Axis powers—until a freak stroke of fate threw him into *suspended animation.* He woke in the mid-1960s, a man *twenty years out of his time.* Since that fateful day, Steve Rogers has sought his *destiny* in this brave new world.

STAN LEE PRESENTS: CAPTAIN AMERICA!®

A SERPENT LURKS BELOW

THE NEW YORK CITY RAINS FALL OVER **AVENGERS' MANSION** LIKE A **SHROUD** THIS AFTERNOON... REFLECTING THE **SOMBER MOOD** OF THE MAN AT THE WINDOW.

CAP, YOU'VE BEEN STARING OFF INTO SPACE FOR **HOURS.**

I DON'T MEAN TO **PRY,** BUT IS ANYTHING **WRONG?**

ROGER McKENZIE
WRITER

SAL BUSCEMA, TARTAG & ESPO
ARTISTS

D. ALBERS
LETTERER

G. ROUSSOS
COLORIST

ROGER STERN
EDITOR

JIM SHOOTER
EDITOR-IN-CHIEF

LG140

NO, IRON MAN--THAT'S JUST IT. *NOTHING'S* WRONG. THINGS HAVE BEEN PRETTY *QUIET* SINCE MY RUN-IN WITH THE RED SKULL'S LEGIONS* AND OUR ENCOUNTER WITH *KORVAC.***

I GUESS I SHOULD BE *GLAD* FOR THE TIME TO MYSELF, BUT--

*CAP #226-227 AND
**AVENGERS #176-177--ROG.

OF *COURSE* YOU SHOULD, CAP! EVERY-ONE NEEDS TIME OFF, EVEN *SUPER-HEROES*...

...*ESPECIALLY* SUPER-HEROES.

WELL, I'M NOT SO SURE *I* DO. A LITTLE INACTI-VITY AND I'M ALL BUT CLIMBING THE *WALLS*.

I JUST DON'T *HAVE* A PRIVATE LIFE ANYMORE. I'VE NOTHING TO DO... NO-WHERE TO GO. I'M JUST A *HANGER-ON*.

LOOK, EVEN THE *VISION*-- AN *ANDROID*-- HAS FASHIONED A LIFE FOR HIMSELF...

...BUT WHAT'S *STEVE ROGERS* TO DO WHEN CAPTAIN AMERICA *ISN'T* NEEDED?

I ASK THEE *AGAIN*, HERCULES-- DOST THOU *YIELD*?

AND, AGAIN, THOR, I SAY THEE *NAY!* THE PRINCE OF POWER KNOWS NOT THE *MEANING* OF THE WORD!

THEN T'WILL BE A LONG NIGHT *INDEED*, MY FRIEND!

"*OUR IMMORTAL FRIENDS DON'T HAVE ANY TROUBLE FINDING SPORT, CAP. YOU SHOULD RELAX A LITTLE MORE!*"

I DON'T KNOW, IRON MAN. IT'S JUST THAT... WELL, I'VE RECENTLY SPENT A LOT OF TIME SEARCHING FOR MY *PAST*. MAYBE *TOO MUCH* TIME.

MAYBE I SHOULD HAVE BEEN SEEKING A *FUTURE*, INSTEAD.

YAH-HOO!

EH?

CAP, *LOOK OUT!*

PARDON MY *DUST*, GENTS, BUT *MAKE TRACKS* I MUST!

HANK! IS THERE SOME SORT OF *TROUBLE?* DO YOU NEED ANY *HELP?*

NOT *ME*, CAPPY! I HAVE *EVERY-THING* UNDER CONTROL...

...EXCEPT MY *LIBIDO*, OF COURSE!

I WONDER IF I SHOULD'VE *SHAVED?* NO, DARLEEN *ADORES* HAIRY MEN...

...AND, BROTHER, THAT'S ME *ALL OVER!*

DON'T BOTHER WAITING UP FOR ME, FOLKS! WITH ANY *LUCK*, I WON'T BE BACK TILL *MORNING*...*TUESDAY* MORNING!

SURE I KNOW TODAY'S *THURS-DAY*, BUT WHAT THE *HEY?*

SO, THE *BEAST* HAS SOMEONE, TOO. I'M GLAD-- NOBODY DE-SERVES IT *MORE--*

--BUT IT STILL DOESN'T MAKE *ME* FEEL ANY BETTER.

CAP...

...COME WITH ME A MINUTE. I'D LIKE TO *SHOW* YOU SOMETHING.

THE ROOF? BUT WHY--?

AVENGERS' MANSION DOESN'T AFFORD A GREAT VIEW, BUT IT'LL DO. I WANT YOU TO TAKE A LOOK AROUND CAP... A GOOD LOOK!

SURELY HERE, IN THE COUNTRY THAT GAVE YOU YOUR NAME--IN THIS NATION YOU'VE SACRIFICED SO MUCH FOR--

--THERE HAS TO BE A PLACE STEVE ROGERS CAN CALL HOME.

THERE'S A LIFE FOR YOU OUT THERE, BUT IT'S UP TO YOU TO FIND IT!

I... I SUPPOSE SO, BUT--

BUT NOTHING! SURE YOU'VE GOT PROBLEMS, BUT SO DO I... SO DOES THE VISION AND THE BEAST, AND EVERY-ONE ELSE FATE HAS MADE...DIFFERENT.

IT COMES WITH THE JOB, YOU KNOW THAT.

FEELING SORRY FOR YOURSELF WON'T SOLVE ANYTHING. IF YOU TRY, JUST TRY TO FIND YOURSELF A NEW LIFE, I KNOW YOU'LL WORK IT OUT.

THINK ABOUT IT, CAP.

IRON MAN'S WORDS CUT DEEP--ECHOING OVER AND OVER IN CAPTAIN AMERICA'S TROUBLED MIND--LONG AFTER THE HEAVY CLANK OF METAL BOOTS HAS FADED AWAY.

HE IS ALONE WITH HIS THOUGHTS, OBLIVIOUS TO THE HOWLING, RAINSWEPT WIND AND THE STORM-FORGED THUNDER, HEARING NOTHING--

--UNTIL...

GIVE UP, MARAUDER! YOU CAN'T BEAT CAPTAIN AMERICA!

AW, GIVE ME A BREAK, JOEY! I WANT TO BE CAP FOR A WHILE!

SORRY, ACE, BUT IT'S MY 'SHIELD'!

ONCE THESE CHILDREN WOULD'VE PLAYED COWBOYS-AND-INDIANS... TODAY, IT'S SUPER-HEROES-AND-VILLAINS.

COME ON, YOU GUYS! AVENGERS ASSEMBLE!

DESPITE HIMSELF, CAP SMILES...

...UNTIL HE SEES THE TRUCK!

OH!

HONNK

SKREEE

NO!

INSTANTLY, CAP'S PERSONAL TROUBLES ARE FORGOTTEN--

--WASHED AWAY BY THE PROTESTING SQUEAL OF RUBBER AGAINST RAIN-SLICKENED ASPHALT.

AND, MORE BY REFLEX THAN BY CONSCIOUS THOUGHT, THE LIVING LEGEND LAUNCHES HIMSELF FROM THE ROOFTOP.

MERE SECONDS SEPARATE THE BOY FROM SERIOUS INJURY...OR DEATH.

ANOTHER MAN WOULD HESITATE TOO LONG, AND ALL WOULD BE LOST.

BUT THIS MAN NEVER HESITATES.

...HE ACTS!

THE TRUCK'S STARTING TO FISHTAIL... BRAKES MUST BE LOCKING!

AND THE KID'S TOO SCARED TO MOVE.

I'LL ONLY GET ONE CHANCE--HAVE TO MAKE IT COUNT!

AH... AH...

MADE IT!

SKREEE

STARK TERROR BURNS IN THE TRUCK DRIVER'S EYES. HE KNOWS IT IS IMPOSSIBLE TO AVOID IMPACT WITH THE BRIGHTLY-CLAD FIGURE.

ABSOLUTELY IMPOSSIBLE!

BUT THIS MAN IS CAPTAIN AMERICA!

I... I DON'T BELIEVE IT!

KATHANG

HE DOES THE IMPOSSIBLE!

HMM... MY TIMING WAS A LITTLE OFF.. I'M GETTING RUSTY.

NOW THEN, SON--

--WE'RE GOING TO HAVE A LITTLE TALK ABOUT TRAFFIC SAFETY!

Y-Y-YES, SIR!

AND SO, ONE STERN LECTURE--AND AT LEAST THIRTY BREATHLESS QUESTIONS--LATER...

GEE, CAP, YOU'RE THE GREATEST...YOU AND THE FALCON!

THE FALCON...OH, MY GOD.

UH...EXCUSE ME, BOYS. I... HAVE SOME PRESSING BUSINESS.

BLAST! I'VE BEEN SO BUSY WITH MY OWN PROBLEMS, I'D COMPLETELY FORGOTTEN ABOUT SAM!

I'LL CHECK IN WITH SHIELD, AND SEE IF HE'S TURNED UP YET.*

*FALCON DISAPPEARED IN CAP #217--R.

BUT AS CAP BEGINS HIS QUEST, HUNDREDS OF MILES AWAY--

--IN WASHINGTON, D.C., ANOTHER MAN PREPARES TO EMBARK ON A JOURNEY OF HIS OWN.

SENATOR, YOUR PLANE IS BEING READIED FOR TAKE-OFF!

THANK YOU, MRS. WOODSHAW. CALL SENATOR HAWK AND TELL HIM WE LEAVE FOR GAMMA BASE WITHIN THE HOUR.

HIS CONSTITUENTS KNOW HIM AS SENATOR EUGENE K. STIVAK. BUT THEN, THEY DON'T KNOW HIM VERY WELL!

TO THE OUTLAW CORPORATION HE IS BETTER KNOWN BY HIS MIDDLE NAME: KLIGGER!

SOON, CAPTAIN AMERICA...VERY SOON YOU WILL TROUBLE ME NO MORE!

MEANWHILE, IN NEW YORK, THE BANE OF KLIGGER'S EXISTENCE NEARS A SIMPLE BARBER SHOP..

BARBER

...ONE OF MANY SECRET ENTRANCES TO SHIELD'S UNDERGROUND SPY COMPLEX.

BUT, MUCH TO CAP'S SURPRISE...

LOCKED?! THAT CAN'T BE! THIS SHOP'S ALWAYS SUPPOSED TO BE OPEN!

SOMETHING'S WRONG HERE!

KRESH

SOMETHING'S VERY WRONG! EVEN IF THIS PLACE WAS UNDER AN ALERT, THERE'D STILL BE SOMEONE HERE!

BUT IT'S AS DARK AND DESERTED AS A...

...TOMB?

UNNGH! I WALKED RIGHT INTO THAT ONE! BUT CATCHING CAPTAIN AMERICA IS ONE THING...

...HOLDING ME, WHEN I DON'T WANT TO BE HELD, IS ANOTHER MATTER ENTIRELY!

EH? WHAT'S GOING ON HERE? THAT'S A PROTOTYPE SHIELD DEFENSE-ROB THAT GRABBED ME! IT'S STRONG AS A BULL.

OF COURSE, IT'S ALSO ABOUT AS MANEUVERABLE AS A BATTLESHIP WITH A BROKEN RUDDER!

AND ONE LITTLE IMPACT WITH THAT REINFORCED WALL...

"...SHOULD HANDLE IT NICELY!"

SQUEEE

≥WHEW!≤ I'M GETTING JUST A LITTLE SICK AND TIRED OF WALTZING AROUND WITH EVERY NEW DEVICE THE SHIELD TECHNOS COME UP WITH!

TRUTH IS, I'M TIRED OF SHIELD, PERIOD! I WOULDN'T BE HERE NOW...

...IF I DIDN'T NEED THEIR *HELP* TO FIND THE FALCON!

DEFTLY, CAP ACTIVATES THE HIDDEN **CONTROLS** BUILT INTO THE SEEMINGLY INNOCENT BARBER'S CHAIR...

CONTROLS THAT LOWER HIM, IN A MATTER OF SECONDS, INTO THE VERY **HEART** OF SHIELD'S SPRAWLING, UNDERGROUND COMPLEX.

A COMPLEX DISTURBINGLY STILL AND **SILENT** THIS NIGHT!

INCREDIBLE! I JUST CAN'T *BELIEVE* IT!

WHERE IS EVERYONE? SHIELD SEEMS COMPLETELY ***DESERTED!*** EVEN MOST OF THEIR EQUIPMENT IS ***GONE!***

BUT *HOW? WHY?*

A QUICK **SEARCH** OF OMINOUSLY DARK AND EMPTY CORRIDORS, HOWEVER, BRINGS NO ANSWERS...

...BUT IT **DOES** BRING CAP TO...

THE ***ESP DIVISION!*** IF ANYONE CAN TRACK SAM, ***THEY*** CAN! IF ONLY--

NO! I WAS AFRAID OF THIS! THEY'RE GONE TOO! WHAT IN THE NAME OF SANITY HAVE I ***STUMBLED*** INTO?

BUT THEN, BEFORE THE STAR-SPANGLED AVENGER CAN COLLECT HIS REELING ***THOUGHTS...***

CAP!

THANK GOD, I DECIDED TO MAKE ONE *FINAL CHECK!* LISTEN, YOU'VE GOT TO GET *OUT* OF THERE--*PRONTO!*

IN LESS THAN FIFTEEN MINUTES THE WHOLE PLACE WILL BE *COMING DOWN* AROUND YOUR EARS!

SITWELL?! WHAT ARE YOU *TALKING* ABOUT?

OUR SECURITY'S BEEN *BREECHED* THERE ONE TOO MANY TIMES, CAP... AND COLONEL FURY DECIDED TO SECRETLY *RELOCATE* OUR NEW YORK BRANCH.

WHAT WE COULDN'T TAKE WITH US, WE'RE *DESTOYING*. DIDN'T THE *DEFENSE-ROB* STOP YOU?

IT *TRIED*. JASPER, I'M TRYING TO FIND THE *FALCON*. NOW, HE WAS LAST WITH THE SHIELD *SUPER-AGENTS*. CAN YOU...

THEY'VE BEEN *REASSIGNED* TO OUR LOS ANGELES BASE, CAP. I'LL PATCH YOU THROUGH, BUT KEEP IT *BRIEF*, OKAY?

I CAN'T HALT 'CLEAN-UP' PROCEDURES NOW, AND IF YOU'RE *CAUGHT* THERE WHEN--

I *UNDERSTAND*, JASPER. THANKS.

TEN SECONDS LATER...

THE *FALCON?* NO, HE'S BEEN MISSING FOR *DAYS*

AND YOU HAVEN'T *SEARCHED* FOR HIM?

HE'S A *BIG BOY*, HE CAN TAKE CARE OF HIMSELF.

BESIDES, OUR TRAINING IS GOING JUST *FINE* WITHOUT HIM.

BUT, IF YOU'RE *INTERESTED*, THE THE BLUE STREAK WAS THE LAST ONE TO *SEE* HIM!

NO, ALL HE TOLD ME WAS THAT HE HAD SOMETHING TO DO. SAID AN *OLD CONTACT* TOLD HIM "JIM'S IN TROUBLE"... WHATEVER *THAT* MEANS.

NOW, GET OFF MY *BACK*, WILL YOU? I... I MEAN, *I* DON'T OWE HIM ANYTHING!

NO... I GUESS YOU *DON'T*...

... BUT I DO! WE WERE PARTNERS ONCE. AND WE'RE STILL FRIENDS. I WON'T TURN MY BACK ON SAM NOW--NOT WHEN HE MAY NEED ME MOST!

BLAST IT! IF I ONLY KNEW WHO 'JIM' WAS, MAYBE--

--EH?! THE DOOR!

KASLAM

NO! IT'S GONE INTO ITS AUTOMATIC LOCKING CYCLE! I'M...

TRAPPED, CAPTAIN AMERICA! THE CORPORATION HAS ORDERED YOUR DEATH--

--AND I AM YOUR EXECUTIONER!

WAIT! LISTEN TO ME! THERE'S NO TIME FOR--

SHHWIIP

OH, THERE'S *TIME*, FOOL! PLENTY OF TIME FOR YOU TO *DIE*--

--CRUSHED IN THE ELECTRIFIED COILS OF *THE CONSTRICTOR!**

THE CON-STRICTOR... WORKING FOR... *CORPORATION?* BUT HOW DID HE *TRACK* ME HERE... HOW DID HE KNOW... *UNLESS...*

*FIRST--AND LAST--SEEN IN HULK # 212 --ROG.

WHO WAS IT, CONSTRICTOR? WHO SET ME UP?

IDIOT! DO YOU THINK I'D TELL YOU? YOU'LL GO TO YOUR GRAVE WOND--ERFF!

ONLY JASPER KNEW I WAS HERE! JASPER AND...

...THE SUPER-AGENTS! COULD ONE OF THEM--?

CON-STRICTOR! THE CORPORATION HAS DOUBLE-CROSSED YOU!

SHIELD'S GOING TO DESTROY THIS INSTALLATION WITHIN MINUTES! IF WE DON'T GET OUT NOW, WE'RE DEAD MEN!

NO! YOU'RE LYING! LYING!

THE CORPORATION TAKES CARE OF ITS OWN!

LORD, HIS SPEED'S UNCANNY! HE MANAGED TO SNAG MY SHIELD RIGHT OUT OF MY HANDS!

MY WHIPS ARE FORGED FROM UNBREAKABLE *ADAMATIUM* ALLOY, CAPTAIN. FIRST I'M GOING TO CRUSH YOUR *SHIELD*...

...AND THEN I'M-- I'M--? *N-NO*, I CAN'T--

WELL, I CAN! WITH *PLEASURE*! I--*AARGHH!*

NEARLY *FRIED* MY HAND ON HIS BLASTED ELECTRIFIED COSTUME!

THAT SINKS IT, LITTLE MAN! I'M *ENDING* THIS--NOW!

AND I CAN *ASSURE* YOU, WHEN THE CONSTRICTOR STRIKES, IT IS *NEVER* PAINLESS!

THEN IT'S NOW OR--

--NEVER!

ARRGH!

THE PAIN'S ALMOST *UNBEAR-ABLE*...BUT I CAN'T STOP *NOW.* THIS COMPLEX WILL BE *RUBBLE* IN MINUTES!

WHA--?

AND IF WE DELAY MUCH *LONGER,* WE'LL BE RUB-BLE RIGHT ALONG *WITH IT!*

MY ONLY *HOPE* IS TO GET *BEHIND* THE CONSTRICTOR BEFORE HE REAL-IZES WHAT I'M UP TO!

NO... *NOBODY* CAN MOVE LIKE THAT.

WELL THEN, JUST CALL ME *NOBODY!*

NOW, YOU'LL EITHER LISTEN TO REASON OR--!

BUT BEFORE CAP CAN SAY ANOTHER WORD...

THE RUMBLING... LIKE SOME MASSIVE EARTH-QUAKE...WHAT--?

NO! IT'S *TOO LATE!*

BAH-WOOOM

WE'RE TRAPPED!

DEEP WITHIN THE WALLS OF THE FORMER SHIELD HIDEAWAY, A SERIES OF SHAPED EXPLOSIVE CHARGES ERUPT IN A PREARRANGED SEQUENCE--

--SENDING COUNTLESS HUNDREDS OF TONS OF STEEL AND CONCRETE SHOWERING DOWN ON THE HELPLESS FIGURES.

FOR THESE TWO, THERE IS SURELY... NO ESCAPE...

NEXT **AFTER THE FALL!**

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THEY'RE BACK! MARVEL MAN! BLUE STREAK! THE VAMP! AND THE TEXAS TWISTER! *THE SUPER AGENTS OF SHIELD!*

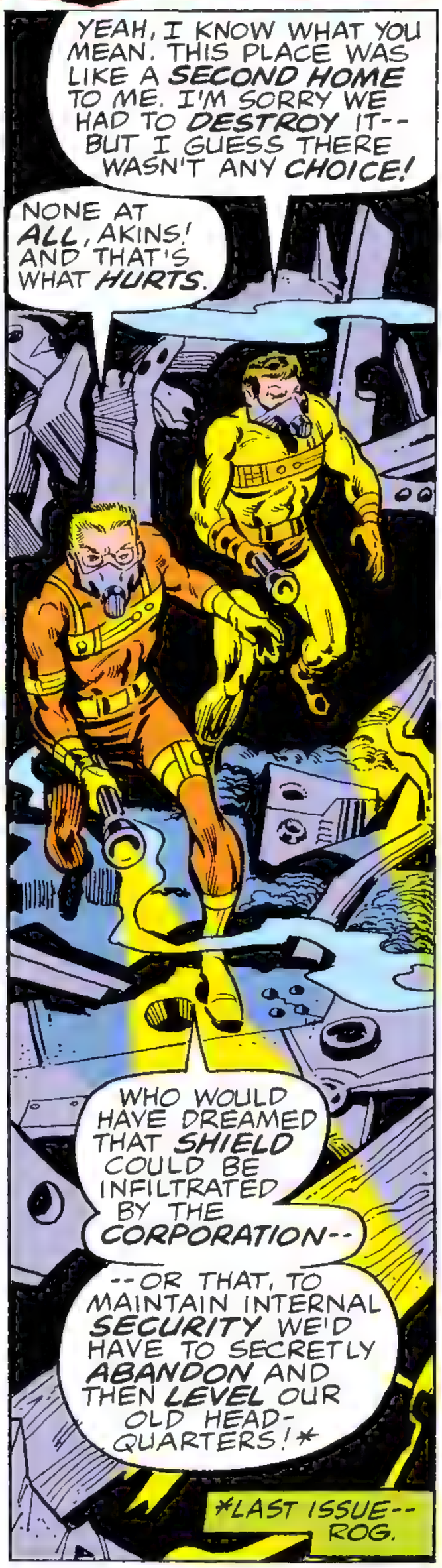
A TRAITOR IN OUR MIDST!

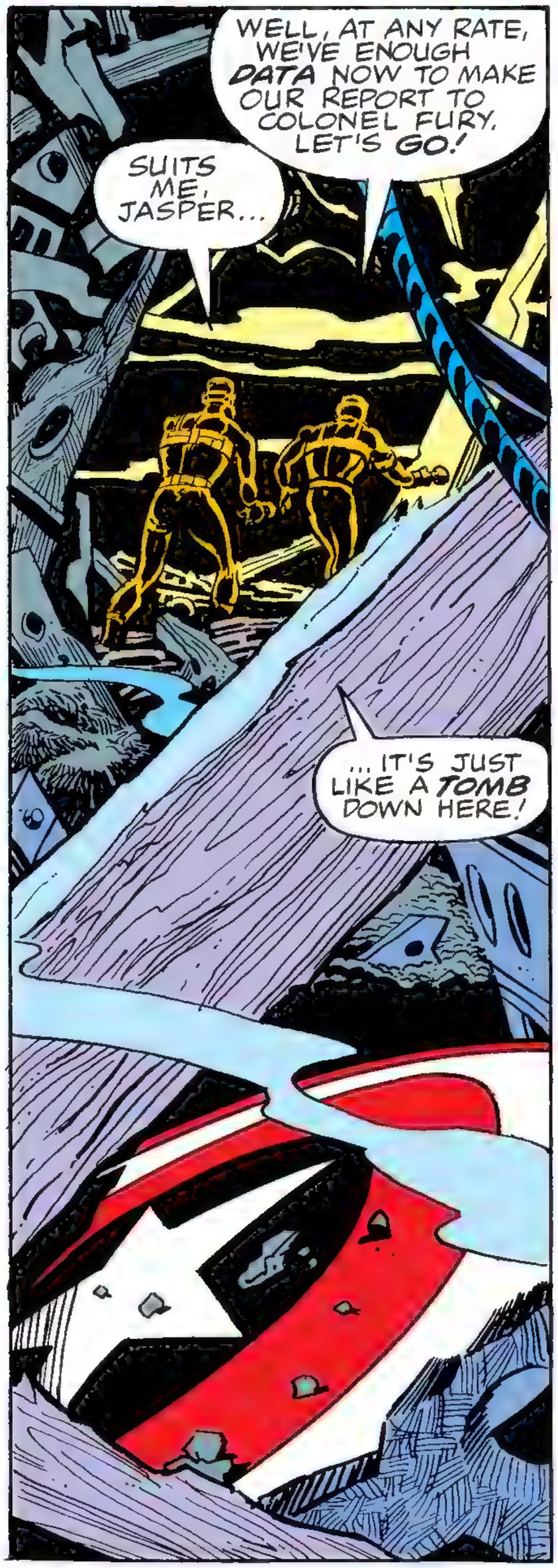
pollard/McLEOD

1941! The world at *war!* And in a secret laboratory, frail *Steve Rogers* became the American *super-soldier!* For four thrilling years, he fought the Axis powers – until a freak stroke of fate threw him into *suspended animation.* He woke a man *out of his time.* Since that fateful day, Steve Rogers has sought his destiny in this brave new world.

Stan Lee PRESENTS: CAPTAIN AMERICA!®

TRAITORS ALL ABOUT ME!





FOOTSTEPS FADE. MUFFLED VOICES QUICKLY **DIE** AWAY. DARKNESS RETURNS. AND FOR SEVERAL LONG, EMPTY MINUTES NOTHING MOVES.

NOTHING, THAT IS, BUT SWIRLING **DUST** THAT SETTLES LIKE A CHOKING GREY **SHROUD** OVER BLACKENED BONES OF CONCRETE AND STEEL.

THAT... AND A FAMILIAR STAR-SPANGLED **AVENGER** WHO HAS **REFUSED**, THIS NIGHT, TO DIE!

THE CAPTAIN AMERICA **YOU** DEMANDED-- PRESENTED WITH PRIDE BY:
RAMBLIN' ROGER McKENZIE & OUR PAL SAL BUSCEMA

DON PERLIN, EMBELLISHER
JIM NOVAK, LETTERER
F. MOULY, COLORIST
ROGER STERN, EDITOR
JIM SHOOTER, EDITOR-IN-CHIEF

I MANAGED TO BLOCK MOST OF THE FALLING DEBRIS WITH MY *SHIELD*-- BUT THE CONSTRICTOR AND I ARE *STILL* TRAPPED FAR UNDERGROUND!

THERE'S NO *LIGHT*, AND THE AIR'S GETTING *WORSE* BY THE MINUTE! I CAN HARDLY BREATHE!

IF WE DON'T GET OUT OF HERE SOON, WE *NEVER* WILL. SHIELD HEADQUARTERS WILL BECOME OUR *CRYPT*!

BUT I CAN'T GIVE UP NOW. SAM WILSON--THE *FALCON*--IS *MISSING*, AND I'M CERTAIN THE CORPORATION IS *BEHIND* HIS DISAPPEARANCE!

AND THE *CONSTRICTOR* IS MY ONLY *LEAD* TO THE CORPORATION! I CAN'T LET HIM DIE-- AND I *WON'T* IF MEMORY SERVES, THERE SHOULD BE AN *EMERGENCY EXIT*--

--RIGHT *HERE*!

NO! THE DOOR'S *JAMMED*!... AND THERE'S NO TIME TO FIND *ANOTHER* EXIT!

I'VE GOT TO MAKE MY STAND HERE AND *NOW*! IF I CAN JUST WEDGE MY SHIELD BETWEEN --*GOOD*!

NOW, C'MON, BLAST IT, *OPEN*!

O-P-E-N!

KRAK

MINUTES LATER AND SEVERAL **STORIES** ABOVE THE RUBBLE-FILLED COMPLEX THAT HAD ONCE BEEN THE VERY NERVE CENTER OF SHIELD OPERATIONS--

BARBER

--A RED-GLOVED HAND CAUTIOUSLY PUSHES A HEAVY, RAIN-SLICKENED **MANHOLE COVER** ASIDE AND...

WE'RE GOING TO HAVE A NICE, LONG **TALK**, MISTER. **I'LL** ASK THE QUESTIONS... **YOU** GIVE THE ANSWERS.

GOT THAT?

OHHH--!

WHO SET ME UP,* CONSTRICTOR? WHO IS THE **TRAITOR?**

NO! I CAN'T TELL YOU ANYTHING! THEY'LL **KILL** ME!

POLICE

*AGAIN **LAST** ISH-- ROG.

I CAN MAKE YOU **WISH** YOU WERE DEAD, 'FRIEND,' AND BELIEVE ME I **WILL!**

I COULDN'T TELL YOU IF I **WANTED** TO--MY ORDERS ARE TRANSMITTED **TELEPATHICALLY!**

WHOSE ORDERS, CONSTRICTOR? THE SAME PERSON WHO ABDUCTED THE **FALCON?**

I KNOW NOTHING ABOUT **THAT**... I WAS JUST SUPPOSED TO WASTE **YOU!** BUT I FAILED...

...JUST LIKE I FAILED TO CAPTURE THAT **WILSON** KID,* BUT THAT WASN'T MY FAULT! THE HULK--!

*HULK #212 --ROG.

WILSON KID?! THINGS ARE BEGINNING TO ADD UP-- AT **LAST!**

I JUST PRAY I'M **NOT** TOO LATE-- FOR THE FALCON'S SAKE!

CLANCY, GET A SQUAD CAR OVER TO 59th AND TENTH! SOMETHING'S GOIN' ON!

THIS WHOLE SCHEME SMELLS TO HIGH HEAVEN. FIRST SHIELD'S OVERRUN WITH MEMBERS OF A SECRET AND DEADLY **CORPORATION**--

--THEN SAM DISAPPEARS WITHOUT A **TRACE** WHILE ON THE WEST COAST--

--TRAINING THE **SUPER-AGENTS!** THEY DON'T SEEM TO EVEN **CARE** WHAT HAPPENED TO HIM...

...AND ONLY THEY AND SITWELL KNEW I WAS IN THE OLD **COMPLEX**...

...JUST BEFORE **CONSTRICTOR** ATTACKED!

SO ONE OF **THEM** IS A TRAITOR WORKING FOR THE CORPORATION!

ONE THING'S FOR **SURE**, I WON'T FIND ANY ANSWERS HERE IN **NEW YORK**. I'VE **GOT** TO GET TO **LOS ANGELES**--

--AND I'VE GOT TO DO IT ON MY **OWN!** IF I BRING SHIELD IN ON THIS, CHANCES ARE THE CORPORATION WILL DISCOVER I **ESCAPED** THEIR DEATHTRAP!

WHICH IS EXACTLY WHAT I **DON'T** WANT. LET THEM THINK CAPTAIN AMERICA IS **DEAD!** THAT WILL GIVE ME THE ELEMENT OF **SURPRISE** I'LL NEED TO FIND THE **TRAITOR!**

WELL, HERE'S MY **APARTMENT**. I'LL JUST GRAB A QUICK CHANGE OF **CLOTHING**, MY **CREDIT CARDS**--

--AND THE FIRST **FLIGHT** TO-- OH, NO!

I'D NEARLY FORGOTTEN ABOUT THE *DAMAGE* DONE TO THE PLACE WHEN THAT *VOLKSWAGEN* CAME CRASHING IN HERE!*

THAT WAS *ANOTHER* LITTLE CORPORATION JOB, I'M *SURE* OF IT!

BLAST! I JUST REMEMBERED--

*CAP #222 -- ROG.

-- I LEFT MY CREDIT CARDS AND MY SPARE SUIT ABOARD THE METROLINER WHEN *ANIMUS* ATTACKED!* *NOW* WHAT DO... I... DO?

FROM ACROSS THE ROOM A PIECE OF BROKEN GLASS CATCHES CAP'S EYE...

*CAP #223 -- R.S.

...AND, ALMOST AGAINST HIS *WILL*, HE IS DRAWN TO THIS JAGGED *SHARD* OF HIS PAST.

BUCKY! YOU'LL NEVER REST IN *PEACE*... WILL YOU, PARTNER?

THIS IS THE LAST *STRAW*. I *WON'T* LOSE ANOTHER PARTNER TO DEATH. I'M GOING TO FIND THE FALCON OR DIE TRYING.

I *SWEAR* IT.

SHORTLY, AT **AVENGERS' MANSION**...

AH, **HA!** THOU DOST WEAKEN AT **LAST,** THOR!

NAY, ONLY IN THY **MIND,** FRIEND HERCULES!

BETTER, MASTER HANK?

OHH... WHAT A **GAL!** WHAT A **NIGHT!** WHAT A **HANGOVER!**

AVENGERS! I NEED YOUR HELP!

EH--? BY **ZEUS!**

ODIN'S BLOOD! CAPTAIN, IF THOU ART IN **TROUBLE--!**

NO, NOT **ME,** THOR. IT'S THE **FALCON,** HE--

QUICKLY, CAP FILLS THE OTHERS IN--

--ENDING WITH A **PLEA** FOR...

MONEY? OH, NO! I SPENT WHAT I HAD ON DARLEEN!

NE'ER HAST THE PRINCE OF POWER **BOTHERED** WITH COIN OF THE REALM! IT SEEMED SUCH A **TRIFLE!**

AYE! IF ONLY **IRON MAN** WERE HERE--

HMPH! CAPPY COULD USE A **QUINJET** IF HE'D JUST IGNORE THE BUREAUCRATIC TAPE THAT--**HEY!**

BUREAU! THAT'S IT!

I THINK I **CAN** HELP, CAP! C'MON UPSTAIRS TO--

--MY ROOM! PRETTY SPIFFY, EH? DECORATED IT MYSELF...

Little Caesar

...WITH A LITTLE HELP FROM THE BLACK PANTHER!

BUT HERE'S WHAT WE'RE AFTER, CAP-- ON MY BUREAU!

C'MERE, HANDSOME!

I ALWAYS :UNGHH: KEEP A LITTLE MONEY LYING AROUND :UNGHH: FOR EMERGENCIES! IF I CAN JUST...

OH, THE HECK WITH IT!

NOW LET'S SEE... FIVE, TEN, FIFTEEN...

FOUR DOLLARS AND SEVENTY-FIVE CENTS?! OH, MAN, I GUESS IT WASN'T BEAUTY THAT KILLED THE BEAST... IT WAS INFLATION!

DON'T WORRY ABOUT IT, HANK. YOU DID THE BEST YOU--

--COULD I SPEAK WITH YOU A MOMENT, CAPTAIN?

EH?

I, UH, TOOK THE LIBERTY OF PACKING A **BAG**, SIR...

...AND I JUST HAPPENED TO HAVE A LITTLE **PANTRY MONEY** HANDY.

"IT'S NOT ENOUGH FOR A **PLANE TICKET**, I'M AFRAID. BUT--"

GOOD OLD JARVIS. HE **ALWAYS** COMES THROUGH.

LOS AN

ALL ABOARD.

AND SO, AS THE MILES **UNWIND**, STEVE ROGERS DOES LIKEWISE.

AMERICA REALLY HASN'T **CHANGED** ALL THAT MUCH. THERE'S STILL A LOT **WRONG** WITH HER...

...BUT THERE'S A LOT OF **GOOD**, TOO! PEOPLE LIKE THE AVENGERS...

...AND **SAM WILSON**! I JUST HOPE I REACH HIM IN **TIME**! THOR OFFERED TO **FLY** ME TO L.A.-- BUT THAT WOULD'VE ATTRACTED TOO MUCH **ATTENTION**!

BESIDES, IF THE CORPORATION MANAGES TO WREST **CONTROL OF SHIELD**, THE AVENGERS WILL BE **NEEDED** IN-- HUH?

OH, WOW!

IS SOMETHING **WRONG**, SON?

GENE COLAN, BACK DRAWING **DAREDEVIL** AND YOU ASK ME IF ANYTHING'S **WRONG**?! HECK **NO**, MISTER!

DO YOU READ **COMICS**?

MARVEL COMICS GROUP

DAREDEVIL

WELL, I **USED** TO...

REALLY? WHO'S YOUR **FAVORITE** HERO?

OH... **CAPTAIN AMERICA**, I GUESS.

AW, THAT **OLD FOGEY**?

AND SO, SOME TIME LATER, ON THE SUNBAKED OUTSKIRTS OF **LOS ANGELES**...

SO LONG, BILLY! GIVE YOUR **GRANDMA** MY BEST!

BYE, STEVE!

HUMPHHH! OLD FOGEY, INDEED!

WELL, MAYBE I **AM**-- AND MAYBE IT **ISN'T** THE VOGUE TO BE **PATRIOTIC** THESE DAYS--

...BUT I'VE **ALWAYS** BEEN MY OWN MAN AND SO HAS CAPTAIN AMERICA.

EVEN **I** ONCE BECAME DISENCHANTED WITH THE ESTABLISHMENT AND GAVE UP MY ROLE AS CAPTAIN AMERICA. I ASSUMED THE IDENTITY OF **NOMAD***--

BUT I WAS JUST RUNNING FROM MY **PROBLEMS**. I GUESS I WAS **BORN** TO BE CAPTAIN AMERICA!

WELL! I'M **HERE** ALREADY--SHIELD'S WEST COAST COMPLEX!

*CAP#180 -- ROG.

ONE THING'S FOR **SURE**, IF IT'S **OLD-FASHIONED** TO BELIEVE IN THE IDEALS OF **FREEDOM**--

--THEN I'M **PROUD** TO BE CONSIDERED AN OLD FOGEY!

PROUD RIGHT DOWN TO MY RED, WHITE, AND BLUE **UNDERWEAR**!

BUT JUST BEING PROUD WON'T HELP ME FLUSH OUT THE **CORPORATIONS** AGENTS ...OR FIND **SAM**!

MINUTES LATER, IN A SPECIALLY DESIGNED SHIELD TRAINING ROOM...

SUPER-AGENTS! LOOK ALIVE! THAT'S AN INTRUDER ALERT!

BREE-BREE-BREE

CONSARN IT, MARVEL MAN! WE'RE NOT DEAF!

INTRUDERS... HERE? IT CAN'T BE!

WHO--?

CAPTAIN AMERICA?!

ONE OF YOU IS A SPY FOR THE CORPORATION--AND I CAN PROVE IT!

IT'S JUST A BLUFF--

"--BUT THE TRAITOR WON'T KNOW THAT!"

THUNDERATION! THE TEXAS TWISTER IS AS HONEST AS THE DAY IS LONG, PARDNUH!

YOU CAN'T MEAN THAT, YOU--!

OF COURSE HE CAN, STREAK! HE'S BEEN DOWN ON US FROM THE VERY BEGINNING!

BUT, CAP...

"...THIS INSTALLATION IS HEAVILY GUARDED! WITHOUT ***SPECIAL*** CLEARANCE, NOT EVEN ***YOU*** COULD GAIN ADMITTANCE! HOW--?"

"MISTER, I'VE TRAVELLED THREE THOUSAND MILES TO FIND THE ***FALCON!*** NOTHING--AND ***NO ONE***--IS GOING TO STOP ME ***NOW!***"

NO ONE EXCEPT THE ***BLUE STREAK***, YOU COSTUMED FOOL! YOU'VE INTERFERED WITH THE CORPORATION ONCE TOO ***OFTEN!***

C'MON, YOU ***TURKEYS!*** DON'T YOU ***SEE?***

HE'S ***TESTING*** US--LIKE ***BEFORE!****

*CAP #217--ROG.

LET'S SHOW HIM HOW MUCH WE'VE ***IMPROVED!***

YOU RECKON BLUE STREAK'S ***RIGHT?*** SOUNDS KINDA ***FISHY*** TO ME!

OF ***COURSE*** HE'S RIGHT!

AND IF CAPTAIN AMERICA DOES NOT ***SURVIVE*** THIS ENCOUNTER--WELL, '***ACCIDENTS***' WILL HAPPEN!

WHAT ARE WE ***WAITING*** FOR, THEN? ***LET'S MOVE!***

GOOD, HE'S **STUNNED!** NOW IF I CAN GET BEHIND HIM BEFORE HE **REALIZES** WHAT I'M UP TO, I--

--WHUFF!!

TOO **SLOW,** STREAK!

IF'N IT'S **SPEED** YOU WANT, HOMBRE, YOU **GOT** IT-- COURTESY OF THE **TEXAS TWISTER!**

CAN'T RIGHTLY USE **MY FULL POWER** IN HERE, BUT I RECKON I CAN STILL PIN YOUR **EARS** BACK!

R-REALLY, TWISTER? THE... WAY YOU '**STOPPED**'... THE HUMAN TORCH?*

*F.F. #192 -- R.S.

NO, CONSARN IT! I WAS JUST TRYIN' TO SIGN THE TORCH UP TO :**HOOP**:--

-- SHIELD:

WAS THAT LITTLE MISSION FOR THE *CORPORATION?* WAS IT?

THUD

IM-PRES-SIVE, CAP-TAIN!

--BUT NOW YOU FACE SOMEONE WHO IS EVERY BIT YOUR EQUAL!

OR HAVE YOU FOR-GOTTEN THAT MY SPECIAL BELT ALLOWS ME TO AB-SORB THE STRENGTH --THE VERY SKILL-- OF ANY OPPONENT! EVEN YOU!

HOLD STILL, BLAST YOU! YOU CAN'T KEEP DODGING--

--FOREVERRR-- OWWW!

KRAKK

LADY, I NEVER INTENDED TO!

WE MAY BE EVENLY MATCHED, BUT THERE'S NO DEVICE ON EARTH THAT CAN GIVE YOU INSTANT EXPERIENCE--

--AND THAT MAKES ALL THE DIFFERENCE!

N-NO... MUMPHHHH!

AND NOW--

NOW IT'S MY TURN, CAP! I DON'T KNOW WHAT KIND OF GAME YOU'RE PLAYING, BUT--

BUT NOTHING, MISTER! WHERE WERE YOU WHEN THE FALCON DISAP-PEARED?

RIGHT HERE, CAP-- PRACTICING!

DISCOVERING MORE ABOUT THE POWER OF MY WRIST-BANDS--

--AND LEARNING WHEN TO PRESS AN ADVAN-TAGE!

I HAVE TO ADMIT, HE'S GOOD--

-- BUT HE STILL HAS A WAYS TO GO BEFORE HE'S READY FOR THE BIG LEAGUES!

KA-THAK

N-NO! YOU DEFEATED THEM ALL-- WITHOUT EVEN WORKING UP A SWEAT!

WHY SO NERVOUS, STREAK? IS YOUR CONSCIENCE BOTHERING YOU?

IT'S IMPOSSIBLE! I--I LEFT NO CLUES! YOU... YOU'LL NEVER TAKE ME!

THE CORPORATION TAKES CARE OF ITS OWWW!

BINGO! I FLUSHED MY TRAITOR OUT!

GOOD WORK, CAPTAIN, YOU'VE **DOWNED** HIM! BUT **I'LL** TAKE OVER NOW! I'LL MAKE HIM **TALK!**

UNGHH-- MY ARM!

COME ON, YOU FILTHY **TRAITOR!** **TALK!**

N-NO--!

I SAID TALK!

VAMP! STOP IT! YOU'RE KILLING HIM!

EXACTLY!

I SAID **STOP IT,** LADY! HE'S NO GOOD TO US **DEAD!**

BUT THE BLUE STREAK **ISN'T MOVING**, HE--!

OHHH!

THERE, I SNAGGED HER **BELT!** THAT SHOULD TAKE SOME OF THE **FIGHT** OUT OF HER!

SORRY. GUESS I... UH... **LOST** MY HEAD.

HAH! THAT AIN'T THE **HALF** OF IT, LADY! YOU'RE PLUMB **LOCO!** FACT IS, YOU'RE **ALL** LOCO!

FAR AS I'M CONCERNED, **SHIELD** CAN TAKE ITS SO-CALLED **SUPER-AGENTS** AND **SHOVE** 'EM! I'VE **HAD IT!**

TWISTER, WAIT!

CAP, WHAT'S GOING **ON?** YOU WANT ME TO **STOP** HIM?

NO, LET HIM GO! I NEED YOU **HERE!**

WHATEVER YOU SAY, CAP, BUT **BLUE STREAK**-- IS HE--?

HE'S **BATTERED**-- BUT HE'LL **LIVE!**

AND, SO HELP ME, HE'LL **TELL** ME **WHERE** THE FALCON IS, OR--

S-SURE... :**KOFF**:... I'LL TELL YOU... :**KAFF**:... I GOT **NOTHING**... TO LOSE... NOW.

WE'RE HOLDING HIM ON **ALCATRAZ**...

AND... :**HEHH**: ...HE'LL **NEVER** LEAVE... THAT HELLHOLE ...**ALIVE!**

NEXT THE SEARCH FOR THE FALCON! THE RETURN OF THE ANIMUS! AND, AS IF THAT ISN'T ENOUGH...

ENTER: THE HULK!

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THEN CAME... THE HULK!

1941! The world at *war!* And in a secret laboratory, frail *Steve Rogers* became the American *super-soldier!* For four thrilling years, he fought the Axis powers—until a freak stroke of fate threw him into *suspended animation.* He woke a man *out of his time.* Since that fateful day, Steve Rogers has sought his destiny in this brave new world.

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ASSAULT ON ALCATRAZ!

IN THE MIDDLE OF **SAN FRANCISCO BAY** SITS TWELVE ACRES OF ROCKY REAL ESTATE KNOWN AS **ALCATRAZ.**

FOR SOME THIRTY YEARS, ITS PRISON WALLS HELD SOME OF THE MOST INFAMOUS **CRIMINALS** IN THE HISTORY OF THE NATION.

TODAY, THOSE WALLS MAY WELL SERVE AS PRISON FOR CAPTAIN AMERICA'S FORMER PARTNER--THE **FALCON.**

AND THUS, IN SEARCH OF HIS OLD FRIEND, CAP HAS COME TO THE CITY OF THE **GOLDEN GATE...**

LG216

...LEADING HIS MISSION INTO THE ISLAND FORTRESS IN THE COMPANY OF A GROUP OF **HAPPY TOURISTS**--

--HIS ONLY AIDES, THE SHIELD SUPER-AGENTS, **MARVEL MAN** AND THE **VAMP!**

CAP, DO YOU THINK THE BLUE STREAK WAS TELLING THE **TRUTH?** HOW COULD THE **CORPORATION** POSSIBLY HAVE THE FALCON HIDDEN IN **ALCATRAZ?**

I... DON'T **KNOW**, MARVEL MAN. BUT RIGHT NOW IT'S THE ONLY **LEAD** WE HAVE TO THE FALCON'S WHEREABOUTS.

WELL, **LOOK**... I KNOW THE SUPER-AGENTS HAVE KIND OF BOMBED OUT **SO FAR**, BUT... I JUST WANT TO SAY IT'S A PRETTY BIG **HONOR** TO WORK WITH YOU.

THAT'S IT, **BOY SCOUT!** GO AHEAD AND **BUTTER UP** THE OLD MAN... FOR ALL THE GOOD IT'LL DO! THIS IS OUR FIRST AND **LAST** MISSION!

BETWEEN THE BLUE STREAK TURNING OUT TO BE A PLANT FROM CORPORATION-WEST, AND THE TEXAS TWISTER LEAVING IN **DISGUST**, * THE SUPER-AGENTS HAVE **HAD** IT!

*LAST ISSUE-- J.S.

IT COULDN'T HAVE HAPPENED ANY NEATER IF THE CORPORATION HAD **PLANNED** IT THIS WAY!

AND AS THE CHEERY LITTLE **TOUR BOAT** CHUGS ON TO THE CRAGGY ISLET...

...JUST TO THE NORTHEAST OF THE BAY AREA, **ANOTHER** CONVEYANCE DRAWS EVER CLOSER WITH ITS RATHER UNIQUE PASSENGERS...

EAT AT JOE'S

--ONE FRED SLOAN AND HIS TRAVELLING COMPANION, THE **INCREDIBLE HULK!**

MAN, HULK--I **STILL** CAN'T GET OVER THE WAY YOU TOTALLED THE POLICE CARS AT THAT **ROADBLOCK!***

JUST--**PLEASE**, LORD--DON'T GET THAT MAD **AGAIN!**

*HULK #231--J.S.

BAH! STUPID LAWMEN WERE NOT GOING TO STOP THE **HULK!** HULK IS... HULK IS...

...HULK IS **TIRED**. **STUPID** CIGARETTE SMOKE MAKES HULK SLEEPY.

WELL, HEY--DON'T **FIGHT** IT, HULK. JUST **RELAX** FOR ONCE, WILL YA?

I MEAN, IT'S NOT LIKE YOU HAVE ANYTHING TO...

WEEOO

...WORRY ABOUT.

OH, **NO!** NOT **AGAIN!** WHERE'D HE COME FROM, AND MORE IMPORTANT, WHAT DO I DO **NOW?**

WEEOO

SHOULD I MAKE A **RUN** FOR IT OR--

--**H-HEY!** WH-WHO ARE YOU?

MMM? BRUCE... BRUCE BANNER.

NOW I'VE GOT A COUPLE FOR *YOU--WHO* ARE YOU AND WHERE *AM* I?

I'M FRED SLOAN, AND WE'RE TOOLIN' DOWN THE ROAD TOWARDS *BERKELEY.*

THAT IS, WE *WERE.*

OOOEE

THE POLICE? *NO,* THEY'LL--!

HEY, JUST KEEP IT *COOL,* BROTHER! THIS'LL BE A CINCH!

HELLO, OFFICER. I GUESS YOU *CAUGHT* ME. SORRY, I KNOW THE SPEED LIMIT'S 55, BUT I JUST GOT--!

SHUT UP, YOU!

UH... YES, SIR.

WE'RE LOOKING FOR--*HEY!* YOU! YOU'RE *BRUCE BANNER,* AREN'T YOU?

SURE, *THAT'S* HIM! I SAW HIS PICTURE BACK AT HEAD-QUARTERS!

I GUESS YOU'VE *GOT* ME, GENTLE-MEN. I'LL COME *QUIETLY.*

OH, WE'RE *SURE* OF THAT!

BLAM

BLAM

TWO SHOTS, TWO *HITS*... NOT *BAD* FOR A COUPLE OF GUYS PUSHING FORTY, EH? I THINK *JACKSON'LL* BE PLEASED.

HE *WON'T* BE IF WE DON'T GET OUR *TAILS* IN GEAR. THE TRANSPORT VAN IS HERE ALREADY--

"--SO LET'S GET OUR PIGEONS UNDER WRAPS BEFORE THE *REAL* COPS COME ALONG!"

IN JUST OVER A *MINUTE*, THE ERSATZ PATROLMEN ARE ROARING DOWN THE *CALIFORNIA FREE-WAY* WITH THEIR PRIZE...

--SCARCELY NOTING OR *CARING* ABOUT THE WISP OF SMOKE THAT WAFTS UP OVER THE HORIZON.

AND SO *ENDS* THE ILLUSTRIOUS CAREER OF SENATOR EUGENE K. STIVAK.

A *PITY*. I QUITE *ENJOYED* MY SOJOURN IN THE SENATE -- BUT IT'S JUST AS WELL. THE ABUSES OF OFFICE I COMMITTED AS A *CORPORATION OFFICIAL** COULD NOT HAVE GONE UNDISCOVERED FOR LONG.

OUR COPTER WILL ARRIVE SHORTLY, SIR.

EXCELLENT.

*SEE *HULK* #231 -- J.S.

OH, MY *COMPLIMENTS*, DR. SOFEN! YOUR POWERS WERE INVALUABLE IN DESTROYING MY PLANE AND BRINGING US AND OUR *PRISONERS* SAFELY TO EARTH.

BUT I THINK IT BEST THAT YOU ASSUME YOUR *MOONSTONE* IDENTITY FOR THE NEXT STEP OF MY PLAN.

WHATEVER YOU *SAY*, SENATOR.

MY DEAR, HAVEN'T YOU BEEN *LISTENING?* SENATOR STIVAK IS *DEAD*. FROM NOW ON, I AM *KLIGGER*-- THE HUMBLE SERVANT OF CORPORATION-EAST.

COME, WE HAVE BUSINESS--

"--ELSEWHERE." AND IN THIS SECTION, PARTS OF THE CLINT EASTWOOD MOVIE "THE ENFORCER" WERE FILMED.

FIND ANYTHING YET, CAP?

MAYBE. THIS SHIELD ENERGY OUTPUT TRACER IS PICKING UP AN UNUSUALLY HIGH AMOUNT OF ELECTRICAL POWER IN THIS SECTION.

LET'S HANG BACK FROM THE CROWD FOR A WHILE.

NOW IF YOU'LL FOLLOW ME, I'LL SHOW YOU THE CELL OF THE FAMOUS BIRDMAN OF ALCATRAZ.

ARE YOU SURE THAT TRACER'S WORKING RIGHT? IT DOESN'T LOOK LIKE ANYONE'S BEEN DOWN THIS CORRIDOR FOR YEARS!

I DON'T CARE WHAT IT LOOKS LIKE, THE SIGNAL'S DEFINITELY GETTING STRONGER THIS WAY-- COME ON!

THAT'S IT, BIG MAN! CHARGE ON AHEAD WITH YOUR EAGER-BEAVER SIDEKICK! YOU'VE HARDLY SAID A WORD TO ME THIS MISSION.

I WONDER, ARE YOU STILL MAD BECAUSE I BEAT THE BLUE STREAK WITHIN AN INCH OF HIS LIFE *, OR ARE YOU AFRAID OF ME?

*LAST ISSUE-- J.S.

WELL, WELL! A DEAD END IN AN ARMORED DOOR -- AND A NEW ONE FROM THE LOOKS OF IT.

I BELIEVE WE'VE FOUND WHAT WE'RE LOOKING FOR.

AUTHORIZED PERSONNEL ONLY

WELL, IN THAT CASE-- I'LL GET US IN! NO ARMORED DOOR IS STOPPING ME!

NO, WAIT! NOT--

KA-BLAM

--YET.

OKAY, CAP! NOW WE'LL *TEACH* THESE CORPORATION CLOWNS WHAT IT MEANS TO MESS WITH THE *SUPER-AGENTS!*

YOU YOUNG *IDIOT!* IF THEY DIDN'T KNOW WE WERE HERE BEFORE, THEY DO *NOW!*

DIDN'T SHIELD TEACH YOU *ANYTHING* ABOUT STEALTH?

EVEN AS HE SPEAKS, CAP BOLTS FORWARD, HIS RIGHT ARM *RIPPING* HIS SHIELD FROM HIS BACK--

--SENDING IT FLYING ACROSS THE *INNER CHAMBER*--

--AND *BACK*-- ZIPPING SNUGLY INTO PLACE ON HIS OUT-THRUST LEFT FOREARM.

ELAPSED TIME: *1.05 SECONDS.*

WELL, WHAT'RE YOU *WAITING* FOR?

FOR A HEARTBEAT, THE TWO SUPER-AGENTS HESITATE-- SEEMINGLY *STRUCK DUMB* BY CAP'S NONCHALANT DISPLAY OF COORDINATION. AND THEN, THEY FOLLOW...

WE'VE LOST ANY ELEMENT OF *SURPRISE!* WE'VE GOT TO MOVE-- *FAST!*

...STICKING CLOSE BEHIND THE AVENGER AS HE ALL BUT **VAULTS** DOWN THE STEEP, TWISTING STAIR-WAY--

--UNTIL, FINALLY...

CAP? WHAT IS IT?

BUT THE SENTINEL OF LIBERTY DOES NOT **REPLY**. AT FIRST, MARVEL MAN THINKS THAT, HE, TOO, IS **AWED** BY THE CHAMBER THAT CONFRONTS THEM...

...BY THE ROW UPON ROW OF **COMPUTER TERMINALS**, RIVALING THOSE OF SHIELD ITSELF... BY THE MIGHTY **TIDEWATER DYNAMO**, FED BY THE CONTROLLED CURRENTS FROM THE TWO MIGHTY SEA GATES.

BUT THEN, AS HIS EYES FOLLOW CAP'S GAZE, HE SEES THE **REAL** CAUSE OF CAP'S SHOCKED SILENCE. FOR CHAINED TO THE FAR SEA GATE IS THE **COMA-TOSE FORM** OF CAP'S ONCE-PARTNER.

FALCON!

I WOULDN'T MAKE ANY FOOLISH **MOVES**, IF **I** WERE YOU.

WHO--?

THE NAME IS JACKSON... **CURTISS JACKSON**, * I MANAGE THE WEST COAST OPERATIONS OF THE **CORPORATION**. AS YOU ARE HERE, I TAKE IT MY PLANT IN SHIELD WAS **DISCOVERED**.

HE WAS.

*LAST SEEN IN **MACHINE MAN** #8--J.S.

UNFORTUNATE. HE'LL HAVE TO BE **ELIMINATED**.

BUT THAT IS HARDLY OUR CONCERN **NOW**. YOU REALIZE HOW THOSE SEA GATES **WORK**, CAPTAIN?

AT THE FLIP OF A **SWITCH**, YOUR FRIEND WOULD DROWN VERY **QUICKLY**.

I... KNOW.

I'LL HAVE YOU KNOW, I'M NOT A **CRUEL** MAN... I HATE UNNECESSARY DEATH. IT'S BAD FOR **BUSINESS**. PERHAPS WE--?

I **READ** YOU, JACKSON--AND I'M READY TO **BARGAIN** FOR THE FALCON'S LIFE.

WHAT WOULD YOU HAVE ME **DO**?

CAP, YOU CAN'T BE **SERIOUS**?! YOU'RE **NOT** GOING TO--!

GROW UP, JUNIOR! OF **COURSE**, HE IS.

GOOD. I'M SURE WE CAN DO BUSINESS. CORPORATION-WEST ACTUALLY HAS **LITTLE** INTEREST IN THE FALCON. THE ONE **WE** WANT IS A **NEPHEW** OF HIS.

JIM WILSON.

YES. I WASN'T AWARE THAT YOU *KNEW* OF THE BOY'S EXISTENCE.

I *DIDN'T*... UNTIL RECENTLY.*

*CAP #228 & #229 -- J.S.

BUT THAT'S BESIDE THE POINT. I'M NOT PROMISING ANYTHING UNTIL THE FALCON'S *RELEASED*.

DON'T GO MAKING DEMANDS OF *ME!* YOU'RE BARGAINING FROM A *WEAK* POSITION AS IT IS!

JUST LOOK *BEHIND* YOU!

"IN CASE YOU DON'T *RECOGNIZE* HIM, THAT'S DR. BRUCE BANNER STRAPPED TO THE *ELECTRO-SLEEP HARNESS*. MY MEN CAPTURED HIM JUST *MINUTES* AGO.

"YOU SEE, JIM WILSON IS A GOOD *FRIEND* OF BANNER... AND HIS OTHER SELF, THE *HULK!*

"WE LEARNED THAT FACT THE *HARD WAY*, WHEN OUR AGENT, THE CONSTRICTOR, TRIED TO RETURN WILSON -- A FORMER, AH, *EMPLOYEE* OF OURS -- TO LOS ANGELES.

SO WE NOW HAVE *TWO* HOSTAGES WITH WHICH TO LURE JIM WILSON IN. AND FRANKLY, THE FALCON IS THE LESS ATTRACTIVE BAIT FOR OUR *TRAP*.

CAP, ARE YOU SERIOUSLY -- ?

OF COURSE NOT, BUT RIGHT *NOW*, JACKSON HOLDS ALL THE CARDS. IF WE WANT TO SAVE THE FALCON, WE'VE GOT TO *STALL* FOR TIME.

WELL, CAPTAIN, WHAT CAN YOU -- *EH?*

WOOP WOOP

THE SECONDARY *INTRUDER ALARM?* BUT THAT'S *IMPOSSIBLE!*

COME NOW, JACKSON! NOTHING IS TRULY IMPOSSIBLE. ENTERING YOUR SUBTERRANEAN HIDEAWAY CAN BE QUITE EASY WHEN LED BY AS GRACIOUS A GUIDE AS YOUR MS. MOONSTONE!

IN THE FLESH, SIR! I BELIEVE YOU'VE BEEN LOOKING FOR MY FRIEND HERE, MR. WILSON.

KLIGGER!

A PITY HE'S NOT AS DOCILE AS HIS PET.!

WHAT THE DEVIL ARE YOU DOING OUT HERE? I THOUGHT YOU WERE TRYING TO SHORE UP EAST COAST OPERATIONS BEFORE THE BOARD OF DIRECTORS CRACKED DOWN.

TO BE SURE! BUT TO FULLY SATISFY THEM, I NEED TO ELIMINATE YOUR GUEST-- CAPTAIN AMERICA.

PERHAPS WE COULD ARRANGE A TRADE, EH? YOU WANT JIM WILSON ALIVE... AND I WANT CAPTAIN AMERICA DEAD.

AH, BUT I SEE YOU ARE A BIT PUZZLED OVER HOW I KNOW SO MUCH ABOUT YOUR OPERATION. DON'T BE.

CORPORATION-EAST HAS A NUMBER OF AGENTS IN YOUR BRANCH... AS WE DID IN SHIELD.

YOU DID VERY WELL, VAMP.

THANKS, LOVER.

THE VAMP?! SHE WAS A TRAITOR, TOO? HER AND THE BLUE STREAK?!

I SUSPECTED AS MUCH. HER ATTACK ON THE STREAK WAS TOO VICIOUS... SHE WAS TRYING TO SILENCE HIM.

I'LL BET ANYTHING THAT SHE'S THE TELEPATH WHO SICKED THE CONSTRICTOR ON ME!*

*SEE CAP # 228 -- J.S.

SHE'S PROBABLY BEEN... MARVEL MAN, NO!

DON'T TRY TO STOP ME, CAP! WE'VE WAITED LONG ENOUGH!

I'M FIGHTING BACK NOW!

"AND THE *FIRST* ORDER OF BUSINESS IS FREEING AND WAKING *DR. BANNER!* WE'RE GOING TO *NEED* HIM!"

ZOK

STOP THEM! THEY MUSTN'T GET TO KLIGGER OR THE WILSON BOY!

YOU HEARD THE BOSS-- *FAN OUT!*

SORRY BOYS-- BUT YOU'LL HAVE TO FAN OUT FASTER THAN *THAT!*

NOW YOU'RE TALKING, CAP! JUST BE SURE TO LEAVE A FEW FOR *ME!*

MARVEL MAN-- WATCH YOUR *BACK!*

THE KID *IS* GOOD. IF HE CAN JUST SURVIVE HIS OWN *OVER-CONFIDENCE*, HE'LL GO *FAR.*

AND WITH THE BATTLE RAGING ALL ABOUT HIM, BRUCE BANNER SLOWLY REGAINS CONSCIOUSNESS...

UHH! *NOW* WHERE AM I? I REMEMBER BEING *SHOT*-- DRUGGED-- MERCY BULLETS, I GUESS. WHAT'S GOING *ON?*

OH, NO--*NO!* THE SHOCK... THE FEAR ...IS TRIGGERING THE *CHANGE!*

BUT I *MUSTN'T* CHANGE! I... MUST ...REGAIN *CONTROL!* I... MUST ... NOT...

...CHANGE?! *BAH!* WHY SHOULDN'T I CHANGE?

PUNY BANNER IS *WORTHLESS* IN A FIGHT--

--BUT NOTHING CAN STOP THE *HULK!*

HULK! THESE GOONS ARE *HASSLIN'* ME, MAN!

UNH?!

OH... MY... GOD.

JIM!!

GET THE BOY BACK, AND KEEP *FIRING!* HE HAS TO HAVE A *WEAK SPOT!*

NO! ONLY *MEN* ARE WEAK! THE HULK IS NEVER WEAK-- *NEVER!*

MEN ARE *NOTHING* WITHOUT THEIR GUNS! THEY ALWAYS *RUN* WHEN HULK TAKES THEM AWAY... BUT THAT WILL DO THEM *NO GOOD!*

HULK CAN USE *GUNS,* TOO!

WHAM

HULK, THAT'S *ENOUGH!* THE GUARDS ARE ALL TAKEN OUT! YOU TAKE CARE OF THIS *MOON-STONE* CHARACTER AND WE'LL HANDLE THE *REST!*

UHN? HULK REMEMBERS *FLYING MAN*-- HE SAID HE WAS A *DEFENDER.**

**DEFENDERS #62-63 -- J.S.*

BUT HE *LIED!*

GOOD LORD, I'VE GOT TO *STOP* HIM. HE COULD BRING THIS WHOLE *ISLAND* CRASHING DOWN ON TOP OF US!

HOLD IT, HULK! IT'S ME-- *CAPTAIN AMERICA*. YOU REMEMBER ME.

HULK *REMEMBERS...* BUT THAT DOESN'T MEAN THAT HULK HAS TO *LISTEN* TO YOU!

HULK JUST WANTS TO GET JIM AND *GET OUT* OF HERE!

SO LEAVE HULK *ALONE!*

WHEW! HE'S FASTER AND *MEANER* THAN EVER! I'LL HAVE TO KEEP ON MY TOES, IF I WANT TO STAY IN ONE *PIECE!*

UNNH?!

HULK--*PLEASE!* THE MEN WHO HAVE JIM ARE *MY* ENEMIES, TOO! WE CAN BEAT THEM *TOGETHER!*

HULK DOES NOT *NEED* YOUR HELP! GET OUT OF HULK'S WAY--

--*NOW!*

SO MUCH FOR *REASON!* IF I DON'T FIGURE OUT A WAY TO STOP HIM FAST, SOMEBODY COULD GET *KILLED!* THERE MUST BE SOME WAY-- BUT *HOW?*

NO, HULK, *NO!* CAP'S TRYIN' TO *HELP* US, MAN!

KLIGGER, HOW CAN YOU STAND THERE SO *CALMLY?* EVEN MY ENERGY-BELT CAN'T MATCH THE HULK'S *BRUTE STRENGTH!* YOU'VE GOT TO GIVE ME THE *POWER!*

WILL YOU SHUT UP?

JUST BE *PATIENT*, MY DEAR. WE MUST FULLY EXAMINE OUR OPTIONS... ESPECIALLY IN LIGHT OF THE FACT THAT *MR. JACKSON* SEEMS TO BE PLAYING HIS ACE--

"--BY OPENING THE NORTHERN *SEA GATE!* UNLESS I AM MISTAKEN, THE TORRENT WILL QUICKLY RUSH THROUGH THE DYNAMO *BYPASS VALVES*--

"--AND SWELL UP AROUND THE PARTIALLY CLOSED SOUTHERN GATE, BRINGING THE FALCON'S LIFE TO A VERY UNPLEASANT *END*.

"AND-- AH, *YES*-- I SEE THE CAPTAIN HAS JUST BECOME *AWARE* OF HIS FRIEND'S PREDICAMENT."

SAM! MY GOD--

--NO! *UGH!* L-LET MY GUARD DOWN! LOOKS LIKE THE HULK'S GOT ME NOW!

NO... IT *CAN'T* END THIS WAY! AFTER... ALL THIS... I... CAN'T...

HA! STRUGGLE ALL YOU WANT, LITTLE MAN! YOU WILL NOT BREAK FREE OF THE *HULK!*

SLOWLY-- *INEXORABLY*-- THE HULK'S BEAR HUG *TIGHTENS* ABOUT THE AVENGER, AND THEN...

...HE STRUGGLES *NO MORE*.

KLIGGER, HE JUST *TOTALLED* CAPTAIN AMERICA. FOR GOD'S SAKE, MAN -- HE'LL BE ON US *NEXT!* PLEASE -- GIVE ME THE POWER!

VERY WELL, MY DEAR--

--THE POWER IS *YOURS!*

YESSS! I CAN *FEEL* IT -- FLOWING THROUGH MY *MIND* -- MAKING ME *STRONG*--

--*CHANGING* ME!

UHH? WHAT IS *HAPPENING?* GIRL'S VOICE SOUNDS *STRANGE!*

THAT'S BECAUSE I AM WOMAN *NO LONGER*, HULK! I AM THE *ANIMUS* ...I AM YOUR *DEATH!*

DIE-E-EE!!

*THE SURPRISE ATTACK OF THE **ANIMUS** ON ONE SIDE AND THE MOONSTONE'S **LASER-BLASTS** ON THE OTHER, PROVES TOO MUCH EVEN FOR THE **HULK.***

*SUDDENLY, THE CAVERNOUS CHAMBER IS **SILENT**... SILENT SAVE FOR THE OCCASIONAL CLICK OF COMPUTER CONTACTS AND THE GENTLE **ROAR** OF THE EVER-RISING **WATERS.***

TO BE CONTINUED IN THE PAGES OF THE INCREDIBLE HULK #232! *NOW ON SALE!*

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THE COLD WORDS ECHO, BOUNCING OFF EVEN COLDER STONE. BUT HERE WITHIN THE DESERTED DEPTHS OF **ALCATRAZ**, THREE WOULD-BE **RESCUERS** * HEAR NOTHING. FOR THEY LIE UNCONSCIOUS, FALLEN VICTIMS IN WHAT CAN ONLY BE CALLED... A MOST DANGEROUS **GAME!**

* THE RESCUE BEGAN IN **CAPTAIN AMERICA** #230 --MJ.

THEIR **OPPONENTS**: THE WOMAN-THING CALLED **ANIMUS**--

--AND THE WOMAN-WARRIOR CALLED **MOONSTONE**.

THE **PRIZE**: AN ANGRY YOUNG MAN, **HIMSELF** A VICTIM--

--ONE **JIM WILSON**.

THE **BAIT**: CAPTAIN AMERICA'S ERSTWHILE PARTNER, **SAM WILSON**--

--A.K.A. **THE FALCON**.

THE **PLAYERS**: WEST COAST CORPORATION HEAD, **CURTISS JACKSON**--

--AND HIS EAST COAST COUNTERPART IN THAT CRIME CARTEL, **SENATOR EUGENE KLIGGER STIVAK**...

...HARD MEN WHO EVEN NOW CONTINUE TO--

--BARTER...

SO, JACKSON, BEFORE I HAVE ANIMUS **CARRY OUT** HER DIRECTIVE, WILL YOU RECONSIDER A **TRADE?**

THE WILSON BOY FOR CAPTAIN AMERICA?

TRADE?! HEY, MAN, WHAT DO YOU THINK I *AM*--

--A BLUE CHIP *STOCK?*

THAT'S IT, SON, JUST KEEP TALKING! NO ONE REALIZES I'M BACK AMONG THE *LIVING* YET!

IF YOU CAN JUST KEEP THEIR *ATTENTION* WHILE I MAKE MY WAY OVER TO--

KLIGGER! THIS ONE'S AWAKE!

--NUTS!

BUT HE'S STILL GROGGY! NO MATCH FOR ONE OF MY *LASER BLASTS!*

Z-ZHRAK

UNGH!

POOSH!

FOR LONG SECONDS, **BUBBLES** RISE FROM THE SWIRLING WATERS...

...CAPTAIN AMERICA, HOWEVER, DOES **NOT!**

MAGNIFICENT, MOONSTONE! AT LAST YOU'VE RID ME OF THAT PATRIOTIC ***THORN*** IN MY SIDE!

YOU INSENSITIVE CRUD! THAT "*THORN*" WAS A ***LIVING LEGEND!***

CHOK!

IMPUDENT CHILD! ***HOLD YOUR TONGUE!***

WHAP!

AND AS FOR ***YOU***, YOU SLAVERING CUR, KEEP YOUR SNARLS TO ***YOURSELF***--UNLESS YOU'D CARE TO LEARN THE TASTE OF ***SHOE LEATHER!***

GRRRRRR

*HOWEVER, A CERTAIN GRIM GREEN **GIANT,** ONLY NOW COMING AWAKE TO THE SIGHT OF ONE OF HIS FEW FRIENDS BEING BRUTALLY **BEATEN**--*

*--JUST MIGHT HAVE SOMETHING TO **SAY** ABOUT THAT!*

SO FAT MAN ***LIKES*** PICKING ON HELPLESS BOYS, EH? NOW ***HULK*** WILL PICK ON ***FAT MAN!***

AND THIS TIME *METAL LADY--*

K-KLIGGER...?

SHIPPP

"--WON'T GET IN HULK'S WAY!"

KA-KROOM!

YOU'RE QUITE A *RESILIENT* FELLOW, HULK! BUT I'M AFRAID THAT *ANIMUS* RE-QUIRES YOUR--

NOW WE-- *AGH?!*

DEATH!

HULK DOESN'T KNOW WHAT *ANNIE-MUSS* IS--

--BUT HULK KNOWS WHAT HE WILL *DO* TO ANNIE-MUSS!

HULK WILL SMASH!

KUMPH!

WHILE AT THE SEAGATE, THE FALCON GROANS--

--HIS HEAD BOBBING HALF-CONSCIOUSLY TO THE RHYTHM OF THE RISING FLOOD WATERS.

AS NEARBY--

--A CRIMSON-GAUNTLETED HAND--

--SHOWS WHY HIS PARTNER HAS EARNED THE TITLE, "LIVING LEGEND"!

IT WORKED!

SHRRING

MOONSTONE THOUGHT SHE WAS TAKING ME BY *SURPRISE*--BUT I *WANTED* HER TO BLAST ME INTO THE WATER!

NOW TO GET THE FALCON OUT OF HERE BEFORE SOMEONE GETS *WISE!*

GOOD! SAM'S *REFLEXES* ARE STILL WORKING! HE'S HOLDING HIS *BREATH!*

BUT IF I DON'T FIND AN OUTLET SOON, WE WON'T HAVE ANY BREATH LEFT TO *HOLD!*

THAT DUCT! DON'T KNOW WHERE IT GOES...BUT DON'T HAVE MUCH *CHOICE!* OXYGEN... ALMOST... GO...G...

:GASP!:

THE AIR INSIDE THE MAINTENANCE ALCOVE IS STALE, FETID...AND *SWEETER* THAN ANY THE TWO HEROES HAVE EVER BREATHED BEFORE!

YOU EVIDENCE A GREAT PROPENSITY FOR *SURVIVAL*, MY DEAR BRUTE! IT'S A SHAME MY DIRECTIVE FORCES ME TO *CRUSH* THAT INCLINATION!

ANNIE-MUSS WILL CRUSH *NOTHING*-- WHEN ANNIE-MUSS IS *DEAD!*

KRAKARK

KLIGGER, SHOULD I--?

NO, MOONSTONE. ANIMUS SEEMS TO BE DOING QUITE *ADEQUATELY* ON HER OWN.

SEE, HULK? YOUR MISSILES ARE *NO* THREAT TO ME WHATSOEVER!

SO WHY DON'T YOU HELP TO *AB-BREVIATE* THIS LITTLE UNPLEASANTNESS, AND RELAX WHILE I--

KILL YOU!

SSSHHHT

POK!

ANNIE-MUSS! YOU'RE GOING TO MAKE HULK... *ANGRY!*

KTAK!

GOING TO MAKE--?! IN THAT CASE, SIR, IT WOULD SEEM PROPITIOUS TO ASSUME A DIFFERENT TACK!

SHZZZK

HNH? THE FLOOR... MOVING!

BUT FLOOR ISN'T ALIVE?!

HULK DOESN'T--

--UNDER--

--STAND...?

IT IS... DONE, KLIGGER.

EXCELLENT, ANIMUS! YOU'RE A CREDIT TO YOUR... UHHH...

EXCELLENT!

NOW, JACKSON, ABOUT THE WILSON BOY... DO WE BARGAIN?

BARGAIN? WHY SHOULD I?

YOU FORGET YOU'RE ON MY TURF! I COULD SNUFF YOU ALL WITH THE PUSH OF A BUTTON! STILL--

--I DO RATHER ADMIRE YOUR STYLE. PERHAPS WE COULD WORK SOMETHING OUT.

WHA--?

KONG

SHA

THE ONLY THING *YOU'RE* GOING TO BE WORKING ON, JACKSON--

--IS NEXT YEAR'S *LICENSE PLATES!*

NO! STAY BACK! OR MY LASER BLASTS WILL--

--HNGH!

THINK AGAIN, MOON-STONE!

ZZASH

YOU'VE GOT *THREE* TARGETS NOW!

ARE YOU GOING TO PACK IT IN--

--OR TRY TO TAKE US *ALL* ON?

*DEFINITION OF A **PROBLEM**: THE SEEMINGLY IRRECONCILABLE CHOICE BETWEEN TWO EQUALLY UNPLEASANT ALTERNATIVES.*

*DEFINITION OF A **SOLUTION**:*

RRRRRRUUUUUMMMMBBLLE

THE HULK!

HULK DOESN'T *LIKE* HARD DARKNESS!

HULK WILL MAKE HARD DARKNESS--

--GO AWAY!

SHATTER!

THAT DOES IT! EVEN WITH ANIMUS TO HELP--

--I'M NOT GOING UP AGAINST *FOUR* OF THEM!

I'M GETTING *OUT* OF HERE!

KZZZLATCH

*AND THIS MOON-STONE **DOES**, BLASTING AN IMPROMPTU **EXIT** IN THE NEARBY SEAGATE--*

*--AND UNWITTINGLY **ADD-ING** TO THE TORRENT OF WATER THREATENING TO **INUNDATE** THE CHAMBER!*

OBSTINATE CREATURE! YOU SHOULD HAVE REMAINED ENCASED! NOW I'VE NO CHOICE BUT TO MAKE YOU--

DI--

SHUT UP!

--EH? NO! M-MY CLUB! DON'T--!

HULK SAID-- *SHUT UP!*

KA-

BASH!

SHINY CLUB *HURT* HULK--

--NOW HULK WILL HURT *SHINY CLUB!*

STRUNCH!

NO! TH-THAT ISN'T JUST A CLUB--

--IT'S THE *POWER SOURCE!*

D-DON'T--!

PLEASE!

KLIGGER!

MOTHER?

I...I...

IIIIEEEEEEEEEEEEEEEE...EEEEE...

*AND THUS, AMIDST A CRACKLING AURA OF SOUND AND CORUSCATION, THE PALLID FORM OF THE **VAMP** RETURNS...*

*...HER **MIND**, ON THE OTHER HAND, IS NOT SO **FORTUNATE!***

FACE IT, KLIGGER-- YOU'RE THROUGH!

NO! IT CAN'T HAPPEN THIS WAY! I'M AN IMPORTANT MAN, A UNITED STATES *SENATOR!*

I CAN'T BE SENT TO JAIL LIKE SOME... SOME COMMON *CRIMINAL!*

AND I *WON'T* BE! I MAY BE DEFEATED, BUT I'M NOT *BEATEN!*

THERE IS STILL ONE *FINAL* VICTORY THAT ONLY **I** MAY CHOOSE!

MR. JACKSON, IF YOU PLEASE...?

CERTAINLY, KLIGGER. IT'S MY **DUTY.** FOR AS ALWAYS--

KLIK!

--THE CORPORATION TAKES CARE OF ITS OWN!

CH-CH-CH-CH-CH-CH-CH-CH-CH-CHOW

:UFF:

JIM! LOOK OUT--!

SPANG

CHK

CHK

HOLY GOD..!

I'VE GOT HIM, FALCON!

BULLETS-- BAH!

MY SENTIMENTS EXACTLY, HULK!

"WHICH IS WHY I'M STOPPING THEM!"

BRRAK

YOU MAY HAVE SMASHED GUNS, BUT NOT THE MAN WHO SHOT THEM!

SO HULK WILL HAVE TO DO THAT FOR YOU!

COME OUT OF YOUR GLASS CAGE, JACKSON!

HULK WANTS TO BREAK YOU A LITTLE!

LET'S GO, MARVEL MAN! WE'VE GOT TO SEAL THAT SEAGATE!

BUT, THE HULK--!

I SAID LET'S GO, MISTER!

COME OUT, JACKSON! YOU HURT JIM, AND JIM IS HULK'S *FRIEND!*

GOOD LORD!

WHOM!

THAT GLASS WAS DESIGNED TO TAKE A *BAZOOKA BLAST* WITHOUT A SCRATCH!

AND *NOBODY* HURTS HULK'S FRI--

--EH? GLASS CAGE... *FALLING!*

QUITE CORRECT, HULK-- JUST AS FAST AS MY INGENIOUS PNEU-MATIC *ESCAPE TUBE* WILL LET IT!

BUT... HULK CAN'T LET THE MAN WHO *CAPTURED* HIM, WHO HURT *JIM*, GET AWAY! SO--

--HULK WILL FALL, TOO!

AND SO HE DOES! WITH-OUT THE HINDERANCE OF PNEUMATIC SAFETY VALVES--

--THE HULK PLUMMETS. EVER DEEPER, EVER FASTER. TOWARDS...

...WHAT?

MOMENTS LATER, AFTER THE RUPTURED SEAGATE HAS BEEN SEALED, AND HASTY EXPLANA-TIONS MADE...

I'VE GOT JACKSON'S GOONS ALL TRUSSED UP-- SO NOW DO WE GO AFTER THE HULK?

NEGATIVE, MARVEL MAN. HE'S LONG GONE. AND ANYWAY--

--WE'VE GOT TO MAKE SURE OUR NEWLY-FREED HOSTAGE IS OKAY.

"OKAY"? MAN, I'M CRUISIN' ON CLOUD NINE! IMAGINE, THE FALCON-- MY UNCLE!

BUT THOUGH YOUNG JIM'S EBULLIENCE REFLECTS THE GENERAL AIR OF RELIEF PER-VADING THE CHAMBER--

--A CERTAIN STALWART AVENGER REMAINS GRIM...

FOR HE HAS AN HONEST **AFFECTION** FOR THE COUNTRY FROM WHICH HE DERIVES HIS NAME, AN AFFECTION GREATER THAN MOST MEN HAVE FOR THEIR OWN **LIVES.**

--PURSUING A PERSONAL QUEST FOR **POWER** AT THE EXPENSE OF THOSE WHO CHOSE HIM WITH THEIR VOTES...WITH THEIR HOPES.

AND YET, ONCE AGAIN, HE'S SEEN A HIGH-RANKING OFFICIAL OF THAT COUNTRY'S GOVERNMENT **BETRAY** A SACRED TRUST--

IT'S NOT A **PRETTY** SIGHT, THE AFTERMATH OF DECEPTION. BUT CAPTAIN AMERICA HAS SEEN IT BEFORE-- AND KNOWS HE WILL SEE IT AGAIN.

JUST AS HE KNOWS THAT HE MUST **ACCEPT** IT. FOR THE MARK OF ANY TRUE RESPECT, OF ANY...YES, CALL IT **LOVE**... IS TAKING THE BAD WITH THE GOOD.

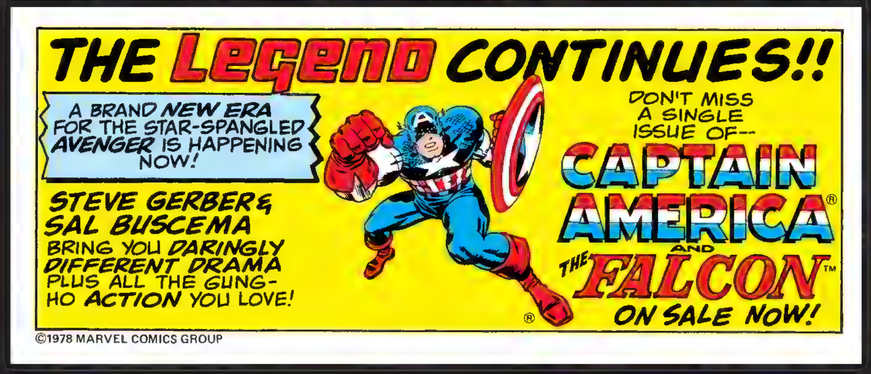
THOUGH NO ONE EVER SAID THAT HAD TO BE **EASY.**

COME ON, LET'S GO HOME...

NEXT

AT THE BOTTOM OF THE BAY!

Top: July 1978 house ad promoting Marvel's solo heroes
Bottom: *Captain America* house ad from July 1978 titles



Captain America house ad
from September 1978 titles

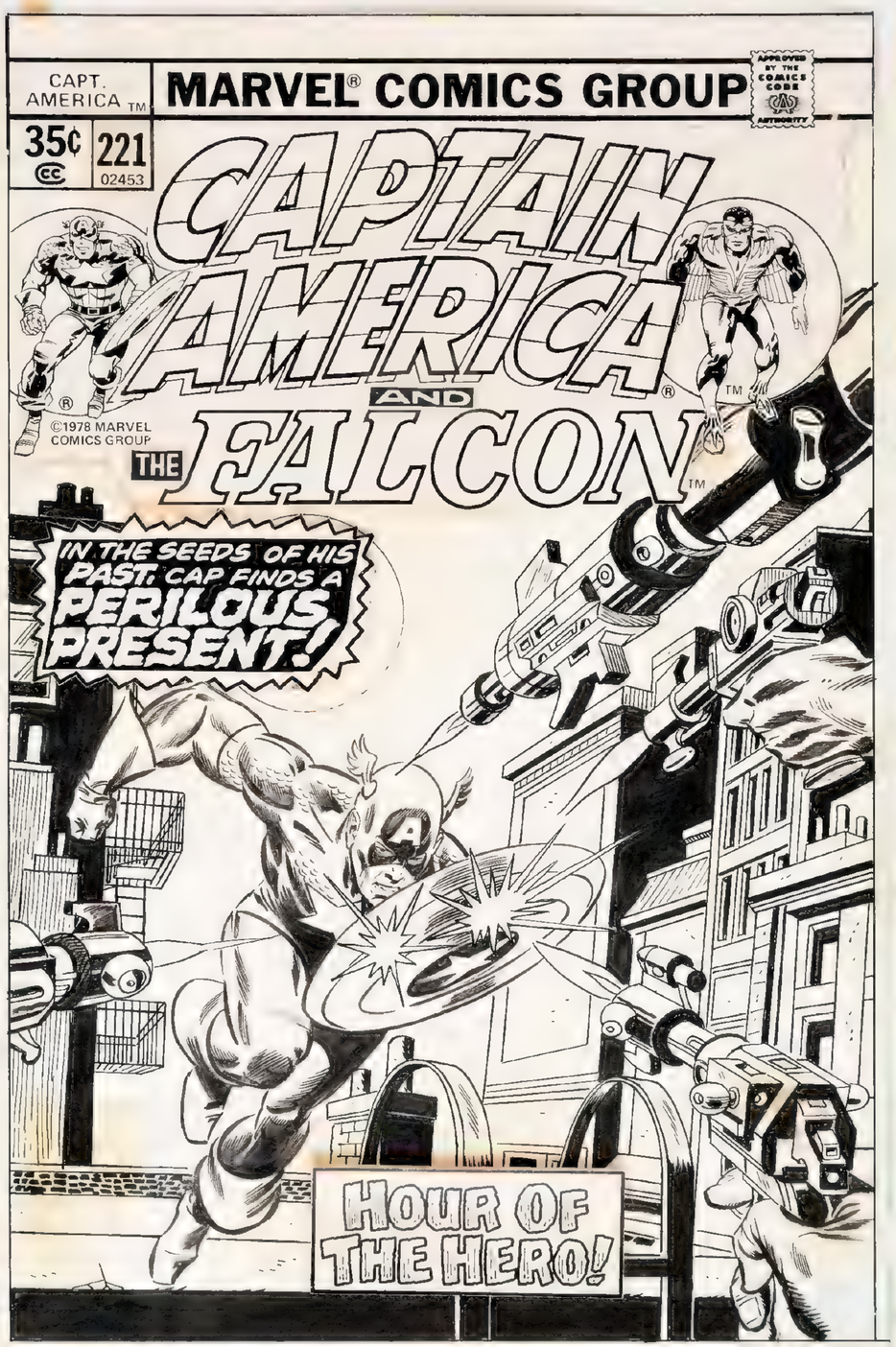
Captain America #215 cover original art
by Gil Kane & Joe Sinnott

Courtesy HeritageAuctions.com

Captain America #217 cover original art
by John Buscema & Frank Giacoia

Courtesy HeritageAuctions.com

Captain America #221 cover original art
by Gil Kane & Tony DeZungia



Courtesy HeritageAuctions.com

Captain America #227 cover sketch
by Dave Cockrum

Courtesy Damion Steele

BIOGRAPHIES

DON GLUT

Comics are just one facet of the interesting pop-culture career of Don Glut. Born in 1944, Glut was making his own amateur movies as early as age 9, with dinosaurs as a frequent subject matter. By the early '60s, he joined with fellow amateur filmmaker (and future comics pro himself) Larry Ivie to film some of the earliest examples of fan-made super hero movies. Many of Glut's efforts featured Marvel super heroes, including a feature in 1969 starring Spider-Man. This youthful enthusiasm led Glut to film school at University of Southern California, though his fannish predilections nearly got him booted from the program. Soured from his experiences at film school, Glut played bass with the LA rock band Penny Arkade, who were produced by Michael Nesmith of the Monkees. His first foray into comics came in 1969, when he began scribing tales for Warren's *Vampirella*. After writing the first three issues of *The Occult Files of Dr. Spektor* and *Dagar the Invincible* for Gold Key, Glut came to Marvel to take over writing *Kull the Destroyer* and the Solomon Kane feature in *Savage Sword of Conan*. In addition to the sword-and-sorcery material, Glut wrote stories in *Captain America*, *The Invaders*, *What If?* and *Thor*. By the late '70s, he had begun writing for scripts for animated series, with credits for several episodes each of *Spider-Man*, *Spider-Man and His Amazing Friends* and *Transformers*. Glut also penned the novelization of *The Empire Strikes Back*. Glut's career in writing and directing in film continues to this day, with a 2018 film, *Tales of Frankenstein*, starring his old comics pal, the late Len Wein.

STEVE GERBER

If he had only been known for his work on *Howard the Duck*, Steve Gerber would still have been renowned as one of comics' most iconoclastic creators. After an unrewarding start as a copy writer in his native St. Louis, Gerber reached out to a fellow comics fan from his youth, Roy Thomas, and shortly thereafter began editing and writing for Marvel. He started on titles like *Iron Man*, *Sub-Mariner* and *Daredevil*, but it was his runs on *Man-Thing*, *The Defenders*, *Omega the Unknown* and *Howard the Duck* that defined his Marvel tenure as one of creative boundary pushing.

In *The Defenders* and *Omega the Unknown*, Gerber turned standard super-heroics upside down with his irreverent and sometimes inscrutable take on the genre. He took over Man-Thing shortly after the character's premiere as part of Marvel's early-'70s wave of monster titles, turning the tales of the shambling mass into a cult classic. And it was in *Man-Thing* that Gerber debuted Howard the Duck, the semi-autobiographical waterfowl that became an industry sensation and gave the writer a platform to share his sophisticated sense of humor and satire, gently and sometimes not-so-gently skewering politics, pop culture, and especially the comics industry.

A dispute over Howard with Marvel caused him to leave the company. It didn't stop him from returning to the character later in his career, but from the '80s on, his writing was mostly in animation and television, where he created *Thundarr the Barbarian* and won a Daytime Emmy as part of the team behind *The Batman/Superman Movie: World's Finest*. He also scripted *G.I. Joe*, *Transformers* and *Yu-Gi-Oh!*, as well as the *Star Trek: The Next Generation* episode "Contagion." Gerber passed away in 2008 after a battle with pulmonary fibrosis. His career accomplishments won him posthumous induction into the 2010 class of the Eisner Hall of Fame and the 2013 Bill Finger Award for Excellence in Comic Book Writing.

ROGER McKENZIE

Kentucky-born Roger McKenzie began scripting comics in 1976 on Warren mags *Vampirella*, *Creepy* and *Eerie*. Influenced by both mystery and sci-fi writers, McKenzie was soon at Marvel adapting Battlestar Galactica for *Marvel Super Special* and picking up the reins of *Daredevil*. Several of his first issues were drawn by legendary *Daredevil* artist Gene Colan, but it was Frank Miller's debut in the title's 158th issue that gave McKenzie his most timeless collaborator. While he wrote the first year of Miller's *Daredevil*, McKenzie was also the ongoing writer of *Battlestar Galactica* and *Captain America*. During his tenure on the latter title, McKenzie and artist collaborator Don Perlin devised the plot of Captain America running for president. Later writer Roger Stern deployed the idea to much acclaim, making sure to credit McKenzie and Perlin for their inspiration. McKenzie's DC credits include *Men of War*, *Weird War Tales* and *House of Mystery*. He also premiered the red-headed gunslinger Cinnamon in the pages of *Weird Western Tales*. In the mid-'80s, McKenzie teamed with artist Pat Broderick on Pacific's *Sun Runners* and launched *Next Man* at Comico. McKenzie left the industry in the late '80s.

SAL BUSCEMA

Without a doubt one of comics' most prolific artists, "Our Pal" Sal Buscema joined Marvel in 1968 shortly after his elder brother, John. Tackling inking duties on *Silver Surfer* and *Fantastic Four*, including the all-time classic *Silver Surfer* #4, Buscema quickly graduated to penciling. He was an anchor of the Marvel line in the 1970s with long runs on books like *Captain America*, *Marvel Team-Up* and *The Spectacular Spider-Man* and a 100-plus issue run on *The Incredible Hulk*. Buscema was also behind defining the tone on early issues of *The Defenders*, *Rom* and *The New Mutants*. His career as one of Marvel's most versatile artists lasted throughout the '70s and into the '90s. In 1988, he returned to *The Spectacular Spider-Man* and over the next ten years penciled every issue but two from #134 through #238 (and inked the vast majority as well!) Although he retired in the late '90s, readers can still see his name on comics credits from time to time, including inking work on the cult hit *Spider-Girl*.

BOB BUDIANSKY

Throughout his career in comics, Bob Budiansky has proved himself as an artist, a writer, an editor and a concept designer. In the early '70s, the Bronx-born Budiansky attended State University of New York at Buffalo. While in college, he resumed his childhood love of reading comics and found inspiration in the works of John Buscema, Jack Kirby and Gil Kane. After graduating with a civil engineering degree, Budiansky decided to try comics for a career instead. He joined Marvel as an editorial assistant and production artist for Marvel's British reprint department. Over the next few years, Budiansky would leave to work as a freelance artist, then return to Marvel as an associate editor, then depart once more to draw. Budiansky settled into a rhythm as a cover artist and sometimes interior artist, with early credits including a Falcon story in *Captain America* #220. By 1980, he had moved almost fully into editing, with titles like *Avengers*, *Captain America* and *Ghost Rider* under his purview.

In 1982, Budiansky took on the full-time penciling duties of *Ghost Rider*, drawing the series until its final issue in 1984. He also co-plotted and penciled the four-issue miniseries *Prince Namor, the Sub-Mariner*, scripted by J.M. DeMatteis. Budiansky would be launched into legend with his next project: *The Transformers*. Known chiefly as an artist, the fledgling writer saw an opportunity to prove his writing skills with *The Transformers*, so on a tight deadline, Budiansky spent a long weekend utilizing a backstory written by Jim Shooter to create the names and personalities that would define the initial set of robot toys, including icons like Bumblebee and Megatron. Over the next five years, Budiansky guided the franchise's comic book and continued to develop names, character profiles and packaging copy for Hasbro. When the comic book and toy line dropped temporarily out of popularity, Budiansky turned to other things, overseeing the production of Marvel Comics trading cards and developing a character of his own to add to the Marvel lexicon, Sleepwalker. After editing titles through the late '90s at Marvel, including Spider-Man titles during the Clone Saga era, Budiansky left comics for Scholastic. In 2010, he was inaugurated by Hasbro into the Transformers Hall of Fame.

JOHN BUSCEMA

Though primarily known for his long tenure as one of Marvel Comics' most prolific pencilers, John Buscema began his celebrated career at the age of 21 with Timely Comics. After Timely closed its in-house Bullpen, Buscema pursued comics work for a time before he left comics altogether for advertising in 1958.

When he returned to comics, however, he did so with a vengeance. Stan Lee recruited him away from advertising and quickly ensconced him into the upper ranks of Marvel artists. Picking up where *Avengers* mainstay Don Heck left off, "Big John" began what would be one of the title's definitive artistic runs. The much-anticipated *Silver Surfer* series was launched with Buscema at the helm, and top-tier books like *Fantastic Four* and *Thor* were entrusted to his care after Jack Kirby left Marvel for DC Comics.

Buscema's bold, muscular artwork commanded the comic-book page with realistic figurework that represented the next evolutionary step in post-Kirby Marvel Comics style. The respect accorded him within Marvel as an artist's artist was of such renown that he literally wrote the book on drawing, composing *How To Draw Comics the Marvel Way* with Stan Lee, the classic "how to" book in comic-book illustration.

He worked from the '70s through the '90s on nearly every title in the Marvel stable, including his personal favorite, *Conan the Barbarian*, with Roy Thomas. He retired in 1996, but returned every now and then to the comics scene until he passed away after a battle with cancer in 2002, the same year he was inducted into the Eisner Hall of Fame.

SCOTT EDELMAN

Scott Edelman's decades-long career in sci-fi publishing and television began with a humble job as a Marvel assistant editor. In 1974, he picked up the editing reins of Marvel's fan magazine *F.O.O.M.*, and soon graduated from copy writing and fanzines to feature stories in monthly comics. His first writing credit was an adaptation of *Creature From the Black Lagoon* in *Monsters Unleashed*. He also unveiled Marvel's iteration of the classic horror character the Scarecrow in *Dead of Night*, *Marvel Spotlight* and *Marvel Two-In-One*. Regular series work followed on *Captain Marvel*, where his love of sci-fi found flourish. Other notable stories during this period were the Thanos backup story in *Logan's Run* #6, and his script for "Chaos at the Coffee Bean" in *Amazing Spider-Man Annual* #11, the first Marvel story ever drawn by John Romita Jr. Freelance work at DC followed with stories in *House of Mystery*, *Unknown Soldier* and *The Unexpected*, but by the end of the decade he had left comics for other pursuits. He published several dozen short stories in *Twilight Zone*, *Science Fiction Review and Fantasy*, and other magazines and anthologies. He has also written novels, short story anthologies, Saturday morning cartoons, and several episodes of *Tales From the Darkside*, and is currently editing the Syfy Channel's *Sci Fi Magazine* and *Science Fiction Weekly*.

PETER B. GILLIS

Peter B. Gillis' notched sustained runs on *Doctor Strange*, *Micronauts* and *The Defenders*, but it was the world of *Strikeforce: Morituri* that remains his most lasting contribution to comics. Starting in 1978, Gillis wrote fill-in issues of various Marvel titles, as well as periodic issues of *Captain America*, *Marvel Two-In-One* and *Super-Villain Team-Up*. He also contributed to several issues of *What If?*, with highlights including "What If Spider-Man Had Stopped the Burglar Who Killed His Uncle?" and "What If Hulk's Girlfriend Jarella Had Not Died?"

In 1983, Gillis began his association with independent comics publisher First Comics by adapting the Broadway sci-fi/comics fantasy play *Warp* with Frank Brunner. Next for First, Gillis wrote *Shatter*, the industry's first all-digitally produced comic done in collaboration with Mike Saenz. Meanwhile at Marvel, Gillis settled into a long run writing *The Defenders*, the 1984 relaunch of *Micronauts* and the first eight issues of an *Eternals* limited series. He began writing *Doctor Strange* in 1985, and hung with the series as it transferred to titles including *Strange Tales* and *Doctor Strange, Sorcerer Supreme*.

Gillis' most celebrated work, *Strikeforce: Morituri*, debuted in 1986. Drawn by Brent Anderson, it told the story of a cadre of soldiers granted super powers to fight off an alien invasion, though at the eventual cost of their own lives. Gillis wrapped up his comic-writing career in the late '80s and early '90s, writing *Tailgunner Jo* and *Gammarauders* for DC, and stories for Marvel anthologies *Marvel Comics Presents*, *Solo Avengers* and *What The?*

DAVID ANTHONY KRAFT

David Anthony Kraft has made his mark in comics as a writer, editor, publisher and industry journalist. He broke into comics at the age of 18, and by 1974 had launched his own science fiction/fantasy publishing company, Fictioneer, and made inroads as a rock music critic.

Kraft's tenure at Marvel also began in 1974; his early years were spent as an associate editor working with Don McGregor and Roy Thomas on the company's color comics and later the black-and-white magazines, including *The Deadly Hands of Kung Fu* and *Rampaging Hulk*. Meanwhile, he scored writing credits with stories in *Tales of the Zombie* and *Haunt of Horror*. He also wrote a pair of stories in *Giant-Size Dracula* and notched a five-issue run writing Man-Wolf in *Creatures on the Loose*. At Atlas/Seaboard Comics, he worked as an assistant editor and writer before starting

to write for DC in 1976 with work on *Secret Society of Super-Villains*, *Blackhawk* and *Kamandi*. By the following year, Kraft was back at Marvel and fully entrenched for a six-year run. On top of editing the Marvel fan magazine *F.O.O.M.*, Kraft took over writing duties on *Logan's Run* and *The Defenders*, where he would start a 24-issue run as writer. Kraft also got to wield his passion for rock music on a pair of stories in the tabloid-sized *Marvel Comics Super Special* magazine—a Beatles biography and an adaptation of the Bee Gees film *Sgt. Pepper's Lonely Hearts Club Band*—both also drawn by frequent art collaborator George Pérez.

In 1980, Kraft took the reins of *Savage She-Hulk* after its first Stan Lee-scripted issue and would write the series to its finale two years later. Kraft wound up his 1980s tenure with Marvel writing *Captain America* and *Marvel Two-In-One*, an adaptation of *The Dark Crystal* and various children's titles for Marvel Books. After a 13-issue stint writing *World's Finest Comics* for DC, Kraft focused primarily on his own publishing pursuits, most prominently *Comics Interview* magazine, a long-running and popular insider account of the comic book industry, as well as a line of comics that included the first work by Brian Stelfreeze and other talents. Kraft has also worked as a story editor for TV, including credits on *G.I. Joe Extreme* and *Street Fighter*, and continues to bring his creative acumen to the comic book field today, including writing for the revitalized *Tales from the Crypt* and editing, co-writing and laying out the graphic novel *Yi Soon Shin*.

STEVE LEIALOHA

Since breaking into comics in the mid-'70s, Steve Leialoha has distinguished himself with a long career as an inker and sometimes penciler for Marvel, DC and other publishers. He published his first work while still in high school, submitting drawings to fanzines run by Marv Wolfman and Len Wein, later editors at Marvel Comics. This connection came in handy when, after beginning his professional career with a pair of stories in the indie title *Star*Reach*, Leialoha was given a shot at art finishes on Jim Starlin's historic *Warlock* run. Inking Starlin's pencils helped ease him into an industry where he would come to lend his talents to a wide range of books from *Marvel Team-Up* and *Howard the Duck* to *Star Wars* and *New Mutants*. He is perhaps best known to fandom of that era for his distinctive pencil art on *Spider-Woman* and the light-hearted fantasy of *X-Men Annual* #8. From the '90s on, Steve did work for DC titles including *JLI*, *Batman* and *Sandman*. He is currently the longstanding inker on the hit Vertigo title *Fables*. Steve lives in San Francisco with his partner, cartoonist Trina Robbins.

DAVID MICHELINIE

In 1974, David Michelinie moved to New York City determined to get his break in comics. DC editor Michael Fleisher recognized Michelinie's talents and took him under his wing, giving the young writer assignments in DC's horror anthologies. By the end of the year, Michelinie had landed his first regular gig, writing the Unknown Soldier in *Star Spangled War Stories*. He would hold down that series for the better part of two years, racking up additional credits in *Swamp Thing*, *Phantom Stranger*, and launching the sword and sorcery series *Claw the Unconquered*. Michelinie concluded his tenure at DC with credits including *Starfire*, *Star Hunters*, *Karate Kid* and an influential run on Aquaman that included the death of the hero's son. By 1979, Michelinie was writing exclusively for Marvel. His career-defining *Iron Man* run with writing partner (and inker) Bob Layton and artist John Romita, Jr. introduced Jim Rhodes and chronicled Tony Stark's descent into alcoholism. On *The Avengers*, he collaborated with artists John Byrne and George Pérez, and introduced the Taskmaster. He and Byrne also debuted Scott Lang as Ant-Man in *Marvel Premiere* #47.

In the early 1980s, Michelinie wrote *Star Wars* and *The Further Adventures of Indiana Jones*; *The Aladdin Effect* and *Revenge of the Living Monolith* Marvel Graphic Novels; and his Epic Comics series *The Bozz Chronicles* with artist Bret Blevins. In 1987, he returned for another celebrated run on *Iron Man* with Layton. A stint on *Web of Spider-Man* earned Michelinie the opportunity to write the core Spider-Man title, *The Amazing Spider-Man*, where he scribed the wedding of Peter Parker and Mary Jane Watson; and with superstar artist Todd McFarlane, introduced the massively popular villain Venom. Toward the end of his run, he introduced the spin-off villain Carnage. A '90s return to DC saw Michelinie writing Superman in *Action Comics*, including the wedding of Clark Kent and Lois Lane. He also joined industry upstart Valiant Comics to write *Rai*, *Turok*, and *H.A.R.D. Corps*. His most recent credits at Marvel have reunited him with Bob Layton on *Iron Man: Bad Blood*, *Iron Man: Legacy of Doom* and *Iron Man: The End*.

ROGER STERN

Born in Noblesville, Indiana, in 1950, Roger Stern was a self-professed "child of the '50s," immersing himself in pop culture icons like Lucille Ball, the Lone Ranger, and especially Superman. After graduating from Indiana University, Stern worked at Indianapolis' WXLW radio and formed a comic fan collective with fans in the region. Stern teamed with fellow Hoosier Bob Layton to transform Layton's comic sales business into the fanzine *CPL* (*Contemporary Pictorial Literature*). Their efforts led to an offer from Charlton to create the publisher's official fanzine, *Charlton Bullseye*. Soon after, Stern's fandom pal Roger Slifer contacted him with an opportunity to interview for a Marvel staff job. Stern raced to New York to put his passion for comics to the test. He was hired as an assistant editor and in 1975 embarked on an eleven-year career at Marvel. Stern's early editing duties saw him guiding the Avengers family of titles, *Master of Kung Fu*, *Spider-Woman*, and others. He also presided over *X-Men* during the seminal Chris Claremont, John Byrne, and Terry Austin run, and plotted *Marvel Premiere* #50 starring rocker Alice Cooper.

In 1978, he began to take on regular writing work on *The Incredible Hulk* and *Doctor Strange*. His compelling storytelling quickly earned him an audience and turns writing *Captain America* and Spider-Man in *The Spectacular Spider-Man*. The latter title led to his tenure on *The Amazing Spider-Man*, a run regarded by many as second only to Stan Lee's. Amongst their many Spidey highlights, Stern and artist John Romita Jr. introduced the Hobgoblin and a new Captain Marvel, Monica Rambeau. Stern also began a long stint on *The Avengers*, launched *West Coast Avengers*, and returned for another celebrated run on *Doctor Strange*.

When his tenure with Marvel came to an end in the late '80s, Stern became indelibly linked to the Man of Steel with iconic work that included "The Death of Superman." Since then "Uncle Rog," as he is known to his devoted fans, has returned to Marvel to write several series including *Avengers Forever*, *Amazing Spider-Man*, *Marvel: The Lost Generation*, *Captain America Corps*, and more.

ROY THOMAS

Along with fellow fan Jerry Bails, Roy Thomas developed the first known organized comic fandom in the pages of *Alter Ego*, a self-published fanzine. Leaving his teaching position in 1965, Roy took his deep knowledge of comics characters and their history and moved to New York City, accepting a job under DC Comics editor Mort Weisinger. His stay lasted little over a week before he opted for a position at Marvel, where under Stan Lee, his duties quickly matured from proofreading to more serious work as an editorial assistant and writer.

Titles as disparate as *Modeling With Millie*, *Kid Colt* and *Sgt. Fury* were written under his auspices before he was able to fulfill his desire to write super-hero stories on Iron Man in *Tales of Suspense* #73 and a pair of Dr. Strange stories for *Strange Tales.*

Stan must have liked what he was reading, because after this seeming trial period, Roy "The Boy" (as he was called in credits) was given both *Sgt. Fury* and *The X-Men.* Along with artist Werner Roth, Thomas took the X-Men on adventures around the world and told the characters' pre-X-Men origins. In addition to introducing Banshee, Sunfire and Havok, Thomas' X-Men credits also include his watershed collaboration with artist Neal Adams.

Proving his mettle on *X-Men* led him to *The Avengers*, and it was with this team that Roy really started crafting his legacy. Across 70 consecutive issues of Earth's Mightiest Heroes, he became perhaps the title's definitive writer, introducing characters such as the Vision and penning classic sagas including the "Kree/Skrull War." Before the '60s ended, Thomas chalked up noteworthy runs as writer of *Doctor Strange*, *Sub-Mariner*, *Captain Marvel* and more.

In the '70s, Thomas' influence at Marvel widened to include the first adaptation of Robert E. Howard's *Conan the Barbarian,* a reinvention of Adam Warlock, and a new super-team, The Defenders. By 1972 Roy was selected to succeed Stan Lee as editor in chief. His tenure as EIC lasted for over two years before he returned to his writer/editor role on *Fantastic Four*, *Thor*, *Savage Sword of Conan*, *What If...?* and *The Invaders*.

In 1980, he left the House of Ideas for DC to pursue a lifelong dream by reviving the Justice Society of America in the pages of *All-Star Squadron.* He wrote many more comics for DC and Marvel over the next two decades and is still active today, writing comics, historical studies, adaptations of classic novels and publishing his award-winning *Alter Ego.* Thomas' career contributions were acknowledged with his induction into the Eisner Hall of Fame's 2011 class. He lives in South Carolina with his wife and collaborator, Dann, and an amazing menagerie of animals that must make the neighbors nervous.

GEORGE TUSKA

His first art lesson was in a hospital bed, a teenager laid low by an appendectomy with nothing to do but draw cowboys and Indians under the tutelage of a fellow patient. But a decade later, George Tuska hit the ground running as part of the famed Eisner/Iger studio, beginning his career in comics. After early success drawing strips like "Spike Marlin" and "Shark Brodie," Tuska departed from Eisner/Iger and the company of fellow artists like Lou Fine and Bob Powell to join Harry "A" Chesler's art studio, where he would draw his first pages of Captain Marvel in *Master Comics* and *Captain Marvel Adventures*.

By the age of 24, Tuska had gone back and forth between Eisner/Iger (where he drew some of Eisner's iconic *Spirit* strips) and Fawcett, and after a stint in World War II, he settled into a run with Lev Gleason on *Crime Does Not Pay* and also worked on various newspaper strips.

As the '50s concluded, he was well entrenched as artist on *Buck Rogers* dailies and Sundays, but he would return to comic books by joining Marvel in a big way in 1968. With *Iron Man* #5, he established himself as regular artist for a two-year stint, helping anchor the identity of the Armored Avenger. After a year away, he would again return to *Iron Man* many times over the rest of the '70s, drawing it along with other Marvel titles like *Hero For Hire*, *Ghost Rider* and *Black Goliath*. In addition to taking on the daily *Superman* strip in 1978, he also worked steadily with DC through the '70s on many of their books. Retiring after a long and solid career as a cartoonist in 1993, Tuska continued to draw commissions for his many fans until his 2009 death at the age of 93.

MIKE ZECK

Born in Greenville, Pennsylvania, and raised in Florida, Mike Zeck attended the Ringling School of Art in Sarasota to study illustration. Showing his portfolio at conventions earned him a break providing text-story illustrations for Charlton Comics. That modest start led to work at Marvel, where his first story was a 1977 Thanos backup story in *Logan's Run* #6. He would soon join writer Doug Moench on *Shang-Chi: Master of Kung Fu*, a real treat for the artist, a true Bruce Lee fan. Both readers and editors took note and Zeck's four years drawing Shang-Chi led to a highly regarded stint on *Captain America* with J.M. DeMatteis. By the mid-'80s, Zeck was also contributing covers for Marvel's *G.I. Joe: A Real American Hero* and its sister title, *G.I. Joe Special Missions*, as well as illustrations for *The Official Handbook of the Marvel Universe*. His clean, precise style and compelling storytelling elevated him to renown as one of the industry's top talents. This was never more apparent than in 1984, when Zeck was tapped by Marvel editor in chief Jim Shooter to draw comics' first mega-event: *Marvel Super-Heroes Secret Wars*. He followed that up with the art on the first *Punisher* series, a five-issue blockbuster scribed by Stephen Grant, with whom Zeck would reunite for the 1989 Punisher graphic novel *Return to Big Nothing*. Zeck finished out 1986 with a double-sized *Captain America Annual* co-starring Wolverine, then embarked on illustrating "Kraven's Last Hunt" in *Amazing Spider-Man*, *Web of Spider-Man* and *Spectacular Spider-Man*. Written by Cap collaborator DeMatteis, the storyline was a massive hit and stands as one of the evergreen stories in the Spider-Man canon. By the end of the '80s, Zeck had moved to DC, drawing covers to *Batman*, *Detective Comics*, and *Deathstroke the Terminator* among many others. His last regular series work was the Image title *The Damned* with Steven Grant. Zeck launched his own website in 1999 to handle his commission work and continues an active appearance schedule at conventions.

Biographies researched and written by John Rhett Thomas

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THE GOLDEN AGE

As the Great Depression wore on and the specter of war hung over America, a new storytelling medium was born: the comic book. Within their four-color pages, larger-than-life super heroes could make short work of America's foes, giving readers of all ages hope for victory against the real-life enemies that faced the United States. At the forefront of this new medium was Timely Comics, a young company staffed by such legendary creators as Carl Burgos, Bill Everett, Joe Simon, Jack Kirby and Stan Lee. These trailblazing talents birthed a vast array of characters that would give rise to the Marvel Universe!

GOLDEN AGE ALL-WINNERS VOLS. 1-4
GOLDEN AGE CAPTAIN AMERICA VOLS. 1-6
GOLDEN AGE DARING MYSTERY VOLS. 1-2
GOLDEN AGE HUMAN TORCH VOLS. 1-3
GOLDEN AGE MARVEL COMICS VOLS. 1-7
GOLDEN AGE MYSTIC COMICS VOL. 1
GOLDEN AGE SUB-MARINER VOLS. 1-3
GOLDEN AGE U.S.A. COMICS VOLS. 1-2
GOLDEN AGE YOUNG ALLIES VOLS. 1-2

THE ATLAS ERA

Seeing super heroes waning, Timely Comics evolved into Atlas Comics and took on a vast new range of genres: science-fiction tales of outer space adventures; realistic war comics; buxom jungle heroines; horror comics that would become the center of a moral panic that rocked the industry; and romance comics for the emerging teen audience. Even the classic costumed heroes of the Golden Age retooled to take on the threat of Communism. From Western gunfighters to crime to horror, the Atlas Era had it all!

ATLAS ERA BATTLEFIELD VOL. 1
ATLAS ERA BLACK KNIGHT/YELLOW CLAW VOL. 1
ATLAS ERA HEROES VOLS. 1-3
ATLAS ERA JOURNEY INTO MYSTERY VOLS. 1-4
ATLAS ERA JUNGLE ADVENTURE VOLS. 1-3
ATLAS ERA MENACE VOL. 1
ATLAS ERA STRANGE TALES VOLS. 1-6
ATLAS ERA TALES TO ASTONISH VOLS. 1-4
ATLAS ERA TALES OF SUSPENSE VOLS. 1-4
ATLAS ERA VENUS VOL. 1

THE MARVEL AGE

In August 1961, change hit newsstands: *The Fantastic Four* #1 did not feature the squeaky-clean heroes of yesteryear. They were real characters placed in extraordinary circumstances. They lived together, they fought among themselves — and sometimes, they even lost to the bad guys. This was more than a change in attitude: It was the beginning of something entirely different — the beginning of the Marvel Age of Comics!

Thanks to the fertile imaginations of Stan Lee, Jack Kirby, Steve Ditko and others, an unending list of heroes followed the FF with ever-increasing acclaim and popularity: the Amazing Spider-Man, the Mighty Thor, the Incredible Hulk, Daredevil, Iron Man and the X-Men, to name but a few. These were the Marvel heroes, born of conflict and a continuous struggle to balance human lives with superhuman responsibilities.

THE AMAZING SPIDER-MAN VOLS. 1-22
ANT-MAN/GIANT-MAN VOLS. 1-3
THE AVENGERS VOLS. 1-20
THE BLACK PANTHER VOLS. 1-2
CAPTAIN AMERICA VOLS. 1-12
CAPTAIN MARVEL VOLS. 1-6
THE CHAMPIONS VOL. 1
DAREDEVIL VOLS. 1-14
DAZZLER VOL. 1
DEATHLOK VOL. 1
THE DEFENDERS VOLS. 1-7
DOCTOR STRANGE VOLS. 1-9
THE FANTASTIC FOUR VOLS. 1-22
GHOST RIDER VOLS. 1-2
THE HUMAN TORCH VOLS. 1-2
THE INCREDIBLE HULK VOLS. 1-14
THE INHUMANS VOLS. 1-2
THE INVINCIBLE IRON MAN VOLS. 1-12
IRON FIST VOLS. 1-2
KA-ZAR VOLS. 1-2
KILLRAVEN VOL. 1
LUKE CAGE VOLS. 1-3
MARVEL RARITIES VOL. 1
MARVEL TEAM-UP VOLS. 1-5
MARVEL TWO-IN-ONE VOLS. 1-5
THE MIGHTY THOR VOLS. 1-19
MS. MARVEL VOLS. 1-2
NICK FURY, AGENT OF S.H.I.E.L.D. VOLS. 1-3
NOT BRAND ECHH VOL. 1
RAWHIDE KID VOLS. 1-2
THE SAVAGE SHE-HULK VOLS. 1-2
SGT. FURY VOLS. 1-4
THE SPECTACULAR SPIDER-MAN VOLS. 1-3
SPIDER-WOMAN VOL. 1
THE SILVER SURFER VOLS. 1-2
THE SUB-MARINER VOLS. 1-8
WARLOCK VOLS. 1-2
THE X-MEN VOLS. 1-8
THE UNCANNY X-MEN VOLS. 1-12

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